

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

FORM APPROVED
OMB No. 1004-0136
Expires November 30, 2000

APPLICATION FOR PERMIT TO DRILL OR REENTER

1a. Type of Work: <input checked="" type="checkbox"/> DRILL <input type="checkbox"/> REENTER		CONFIDENTIAL		5. Lease Serial No. U-74494
1b. Type of Well: <input type="checkbox"/> Oil Well <input checked="" type="checkbox"/> Gas Well <input type="checkbox"/> Other <input checked="" type="checkbox"/> Single Zone <input type="checkbox"/> Multiple Zone				6. If Indian, Allottee or Tribe Name N/A
2. Name of Operator SHENANDOAH ENERGY INC.		Contact: JOHN BUSCH E-Mail: jbusch@shenandoahenergy.com		7. If Unit or CA Agreement, Name and No. N/A
3a. Address 11002 E. 17500 S. VERNAL, UT 84078		3b. Phone No. (include area code) Ph: 435.781.4341 Fx: 435.781.4323		8. Lease Name and Well No. OU GB 3W-15-8-22
4. Location of Well (Report location clearly and in accordance with any State requirements.)* At surface NENW 744FNL 1915FWL At proposed prod. zone		4442962 Y 40.12822 633904 X -109.42843		9. API Well No. 43-047-34677
14. Distance in miles and direction from nearest town or post office* 11 +/- MILES SOUTHWEST OF REDWASH, UTAH		16. No. of Acres in Lease 576.02		10. Field and Pool, or Exploratory N/A
15. Distance from proposed location to nearest property or lease line, ft. (Also to nearest drig. unit line, if any) 744' +/-		17. Spacing Unit dedicated to this well 40.00		11. Sec., T., R., M., or Blk. and Survey or Area Sec 15 T8S R22E Mer SLB
18. Distance from proposed location to nearest well, drilling, completed, applied for, on this lease, ft. 2000' +/-		19. Proposed Depth 7575 MD 7575 TVD		12. County or Parish UINTAH
21. Elevations (Show whether DF, KB, RT, GL, etc.) 4901 KB		22. Approximate date work will start		13. State UT
				20. BLM/BIA Bond No. on file U-0969
				23. Estimated duration 10 DAYS

24. Attachments

The following, completed in accordance with the requirements of Onshore Oil and Gas Order No. 1, shall be attached to this form:

- | | |
|---|--|
| 1. Well plat certified by a registered surveyor. | 4. Bond to cover the operations unless covered by an existing bond on file (see Item 20 above). |
| 2. A Drilling Plan. | 5. Operator certification |
| 3. A Surface Use Plan (if the location is on National Forest System Lands, the SUPO shall be filed with the appropriate Forest Service Office). | 6. Such other site specific information and/or plans as may be required by the authorized officer. |

25. Signature <i>John Busch</i>	Name (Printed/Typed) JOHN BUSCH	Date 07/19/2002
Title OPERATIONS	Required Approval Action is Necessary	
Approved by (Signature) <i>Bradley G. Hill</i>		
Title	Name (Printed/Typed) BRADLEY G. HILL	Date 07-29-02
	Office RECLAMATION SPECIALIST III	

Application approval does not warrant or certify the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.
Conditions of approval, if any, are attached.

Title 18 U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

Additional Operator Remarks (see next page)

Electronic Submission #12632 verified by the Bureau of Land Management Information System
For SHENANDOAH ENERGY INC., sent to the Bureau

JUL 23 2002

DIVISION OF
OIL, GAS AND MINING

CONFIDENTIAL

** ORIGINAL **

T8S, R22E, S.L.B.&M.

SHENANDOAH ENERGY, INC.

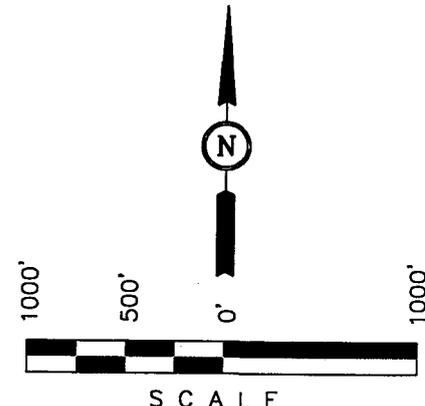
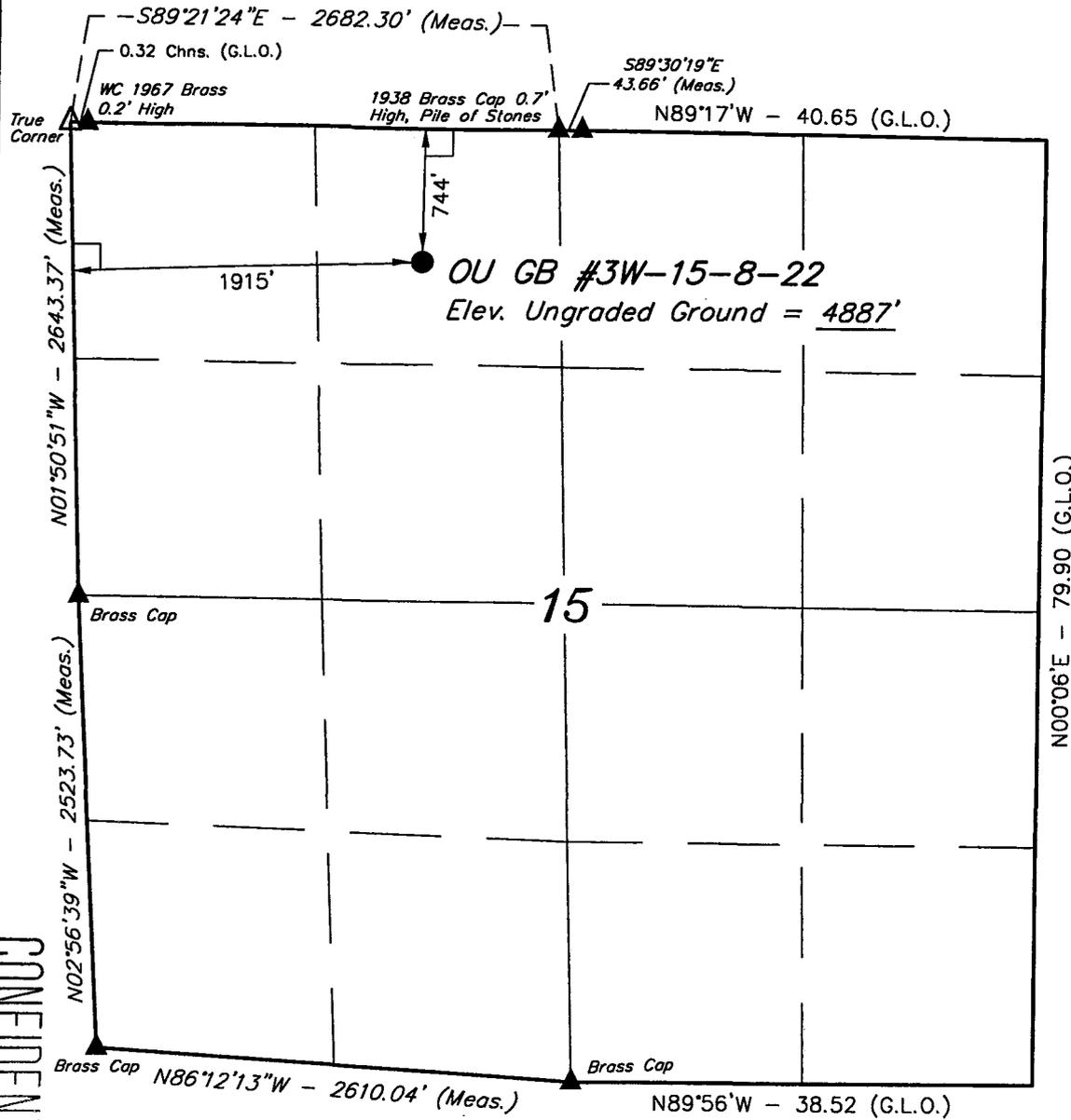
Well location, OU GB #3W-15-8-22, located as shown in the NE 1/4 NW 1/4 of Section 15, T8S, R22E, S.L.B.&M. Uintah County, Utah.

BASIS OF ELEVATION

BENCH MARK (20EAM) LOCATED IN THE SE 1/4 OF SECTION 35, T8S, R21E, S.L.B.&M. TAKEN FROM THE OURAY SE QUADRANGLE, UTAH, UINTAH COUNTY, 7.5 MINUTE SERIES (TOPOGRAPHICAL MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 4697 FEET.

BASIS OF BEARINGS

BASIS OF BEARINGS IS A G.P.S. OBSERVATION.



CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

Robert H. King
 REGISTERED LAND SURVEYOR
 REGISTRATION NO. 164319
 STATE OF UTAH

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- LEGEND:
- ◻ = 90° SYMBOL
 - = PROPOSED WELL HEAD.
 - ▲ = SECTION CORNERS LOCATED.
 - △ = SECTION CORNERS COMPUTED FROM G.L.O. (Not Set on Ground)
- (NAD 83)
- LATITUDE = 40°07'41.40" (40.128167)
- LONGITUDE = 109°25'44.30" (109.428972)

UINTAH ENGINEERING & LAND SURVEYING		
85 SOUTH 200 EAST - VERNAL, UTAH 84078		
(435) 789-1017		
SCALE 1" = 1000'	DATE SURVEYED: 06-07-02	DATE DRAWN: 06-18-02
PARTY K.S. T.A. D.COX	REFERENCES G.L.O. PLAT	
WEATHER WARM	FILE SHENANDOAH ENERGY, INC.	

001

SHENANDOAH ENERGY INC.
OU GB 3W-15-8-22

ONSHORE OIL & GAS ORDER NO. 1
Approval of Operations on Onshore
Federal Oil and Gas Leases

All lease and/or unit operations will be conducted in such a manner that full compliance is made with applicable laws, regulations (43 CFR 3100), Onshore Oil and Gas No. 1, and the approved plan of operations. The operator is fully responsible for the actions of his subcontractors. A copy of these conditions will be furnished the field representative to insure compliance.

1. Formation Tops

The estimated tops of important geologic markers are as follows:

Formation	Depth
Uinta	Surface
Green River	2459
Mahogany Ledge	3419
Mesa	5859
TD (Wasatch)	7575

2. Anticipated Depths of Oil, Gas, Water and Other Mineral Bearing Zones

The estimated depths at which the top and bottom of the anticipated water, oil, gas or other mineral bearing formations are expected to be encountered are as follows:

Substance	Formation	Depth
Oil/Gas	Wasatch	7575

All fresh water and prospectively valuable minerals encountered during drilling, will be recorded by depth and adequately protected. All oil and gas shows will be tested to determine commercial potential.

All water shows and water-bearing sands will be reported to the BLM in Vernal, Utah. Copies of State of Utah form OGC-8-X are acceptable. If no flows are detected, samples will be submitted to the BLM along with any water analyses conducted.

3. Anticipated Bottom Hole Pressures

Maximum anticipated bottom hole pressure equals approximately 3030.0 psi.

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SHENANDOAH ENERGY INC.
OVER AND UNDER GLEN BENCH 3W-15-8-22
744' FNL, 1915' FWL
NENW, 15, T8S, R22E
UINTAH COUNTY, UTAH
LEASE # U-74494

ONSHORE ORDER NO. 1

MULTI – POINT SURFACE USE & OPERATIONS PLAN

An onsite inspection was conducted for the OU GB 3W-15-8-22 on July 11, 2002 at approximately 10:15 AM. Weather conditions were hot with high temperatures at the time of the onsite. In attendance at the inspection were the following individuals:

Byron Tolman	Bureau of Land Management
Stephanie Howard	Bureau of Land Management
Dixie Sadleir	Bureau of Land Management
Floyd Bartlett	Division of Wildlife Resources
Jan Nelson	Shenandoah Energy Inc.
Raleen Searle	Shenandoah Energy Inc.

1. **Existing Roads:**

The proposed well site is approximately 13 miles Southwest of Redwash, Utah.

Refer to Topo Maps A and B for location of access roads within a 2 – mile radius.

There will be no improvements made to existing access roads.

2. **Planned Access Roads:**

Please see Shenandoah Energy Inc. Standard Practices for Wasatch Formation Wells located in Red Wash, Wonsits Valley, Gypsum Hills, White River, Glen Bench, and undesignated fields in Townships 07 and 08 South, Ranges 21 to 24 East.

Refer to Topo Map B for the location of the proposed access road.

3. **Location of Existing Wells Within a 1 – Mile Radius:**

Please refer to Topo Map C.

4. **Location of Existing & Proposed Facilities:**

Please see Shenandoah Energy Inc. Standard Practices for Wasatch Formation Wells located in Red Wash, Wonsits Valley, Gypsum Hills, White River, Glen Bench, and undesignated fields in Townships 07 and 08 South, Ranges 21 to 24 East.

Refer to Topo Map D for the location of the proposed pipeline.

5. **Location and Type of Water Supply:**

Please see Shenandoah Energy Inc. Standard Practices for Wasatch Formation Wells located in Red Wash, Wonsits Valley, Gypsum Hills, White River, Glen Bench, and undesignated fields in Townships 07 and 08 South, Ranges 21 to 24 East.

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6. Source of Construction Materials:

Please see Shenandoah Energy Inc. Standard Practices for Wasatch Formation Wells located in Red Wash, Wonsits Valley, Gypsum Hills, White River, Glen Bench, and undesignated fields in Townships 07 and 08 South, Ranges 21 to 24 East.

7. Methods of Handling Waste Materials:

Please see Shenandoah Energy Inc. Standard Practices for Wasatch Formation Wells located in Red Wash, Wonsits Valley, Gypsum Hills, White River, Glen Bench, and undesignated fields in Townships 07 and 08 South, Ranges 21 to 24 East.

8. Ancillary Facilities:

Please see Shenandoah Energy Inc. Standard Practices for Wasatch Formation Wells located in Red Wash, Wonsits Valley, Gypsum Hills, White River, Glen Bench, and undesignated fields in Townships 07 and 08 South, Ranges 21 to 24 East.

9. Well Site Layout: (See Location Layout Diagram)

The attached Location Layout Diagram describes drill pad cross-sections, cuts and fills and locations of the mud tanks, reserve pit, flare pit, pipe racks, trailer parking, spoil dirt stockpile(s), and surface material stockpile(s).

Please see the attached diagram to describe rig orientation, parking areas, and access roads.

A pit liner is required.

10. Plans for Reclamation of the Surface:

Please see Shenandoah energy Inc. Standard Operating Practices for Wasatch Formation Wells located in Red Wash, Wonsits Valley, Gypsum Hills, White River, Glen Bench, and undesignated fields in Township 07 and 08 South, Ranges 21 to 24 East.

Seed mix #5:

Gardner saltbush	A triplex gardneri	6lbs/acre
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11. Surface Ownership:

The well pad and access road are located on lands owned by:

Bureau of Land Management
170 South 500 East
Vernal, Utah 84078
(435) 781-4400

12. Other Information

A Class III archaeological survey was conducted by Montgomery Archaeology Consultants. A copy of this report was submitted directly to the appropriate agencies by Montgomery Archaeology Consultants. Cultural resource clearance was recommended for this location.

There is a Burrowing Owl Stipulation from April 1st - August 15th. No construction will commence during this period unless otherwise determined by a wildlife biologist that the site is inactive.

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Lessee's or Operator's Representative:

John Busch
Red Wash Operations Rep.
Shenandoah Energy Inc.
11002 East 17500 South
Vernal, Utah 84078
(435) 781-4341

Certification:

All lease and/or unit operations will be conducted in such a manner that full compliance is made with all applicable laws, regulations, Onshore Oil & Gas Orders, the approved plan of operations, and any applicable Notice to Lessees.

Shenandoah Energy Inc. will be fully responsible for the actions of their subcontractors.

A complete copy of the approved Application for Permit to Drill will be furnished to the field representative(s) to ensure compliance and shall be on location during all construction and drilling operations.

I hereby certify that I, or persons under my direct supervision, have inspected the proposed drill site and access route; that I am familiar with the conditions which currently exist; that the statements made in this plan are, to the best of my knowledge, true and correct; and that the work associated with the operations proposed herein will be performed by Shenandoah Energy Inc. its' contractors and subcontractors in conformity with this plan and the terms and conditions under which it is approved. This statement is subject to the provisions of 18 U.S.C. 1001 for the filing of a false statement.

John Busch
John Busch
Red Wash Operations Representative

19-Jul-02
Date

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Additional Operator Remarks:

Shenandoah Energy Inc. proposes to drill a well to 7575' to test the Wasatch. If productive, casing will be run and the well completed. If dry, the well will be plugged and abandoned as per BLM and State of Utah requirements.

Please see Shenandoah Energy Inc. Standard Operating Practices for Wasatch Formation Wells located in Red Wash, Wonsits Valley, Gypsum Hills, White River, Glen Bench, and undesignated fields in Townships 07 and 08 South, Ranges 21 and 24 East.

See Onshore Order No. 1 attached

Please be advised that Shenandoah Energy Inc. agrees to be responsible under the terms and conditions of the lease for the operations conducted upon the lease lands.

Bond coverage for this well is provided by Bond No. U-0969. The principal is Shenandoah Energy Inc. via surety as consent as provided for the 43 CFR 3104.2.

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SHENANDOAH ENERGY INC.

OU GB #3W-15-8-22

LOCATED IN UINTAH COUNTY, UTAH
SECTION 15, T8S, R22E, S.L.B.&M.

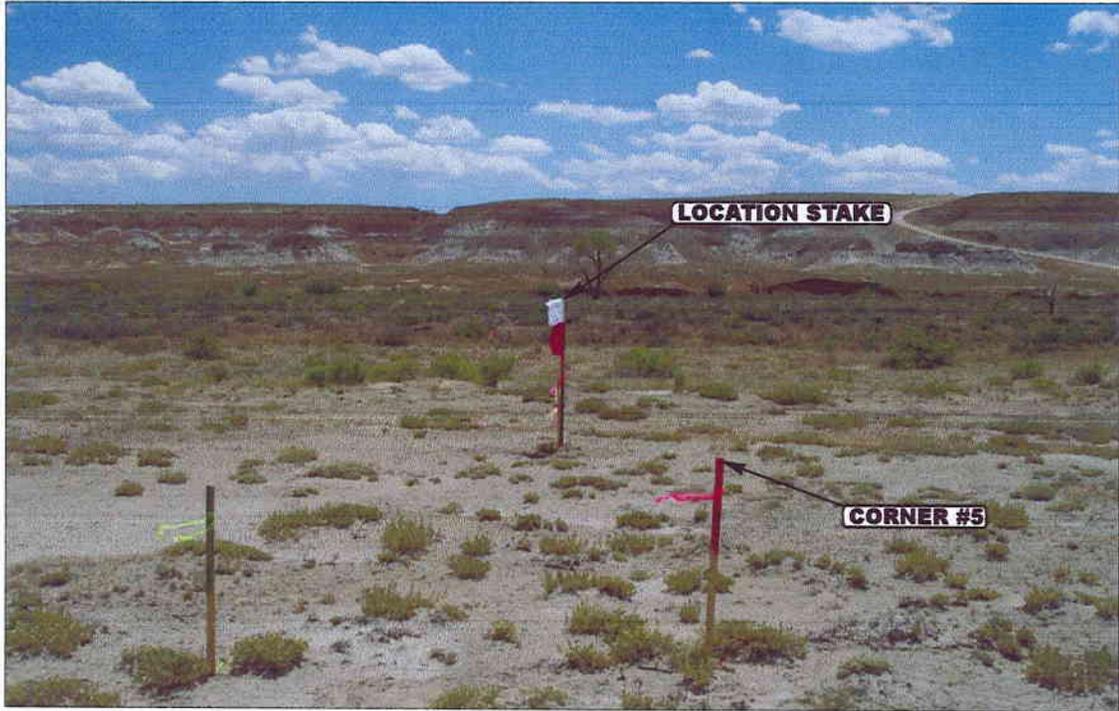


PHOTO: VIEW FROM CORNER #5 TO LOCATION STAKE

CAMERA ANGLE: SOUTHEASTERLY



PHOTO: VIEW FROM BEGINNING OF PROPOSED ACCESS

CAMERA ANGLE: NORTHEASTERLY



- Since 1964 -

UELS Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
435-789-1017 uels@uelsinc.com

LOCATION PHOTOS	6	19	02	PHOTO
	MONTH	DAY	YEAR	
TAKEN BY: K.S.	DRAWN BY: K.G.	REVISED: 00-00-00		

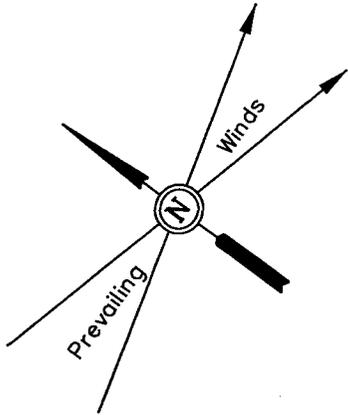
CONFIDENTIAL

SHENANDOAH ENERGY, INC.

FIGURE #1

LOCATION LAYOUT FOR

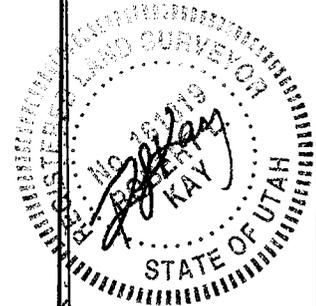
OU GB #3W-15-8-22
SECTION 15, T8S, R22E, S.L.B.&M.
744' FNL 1915' FWL



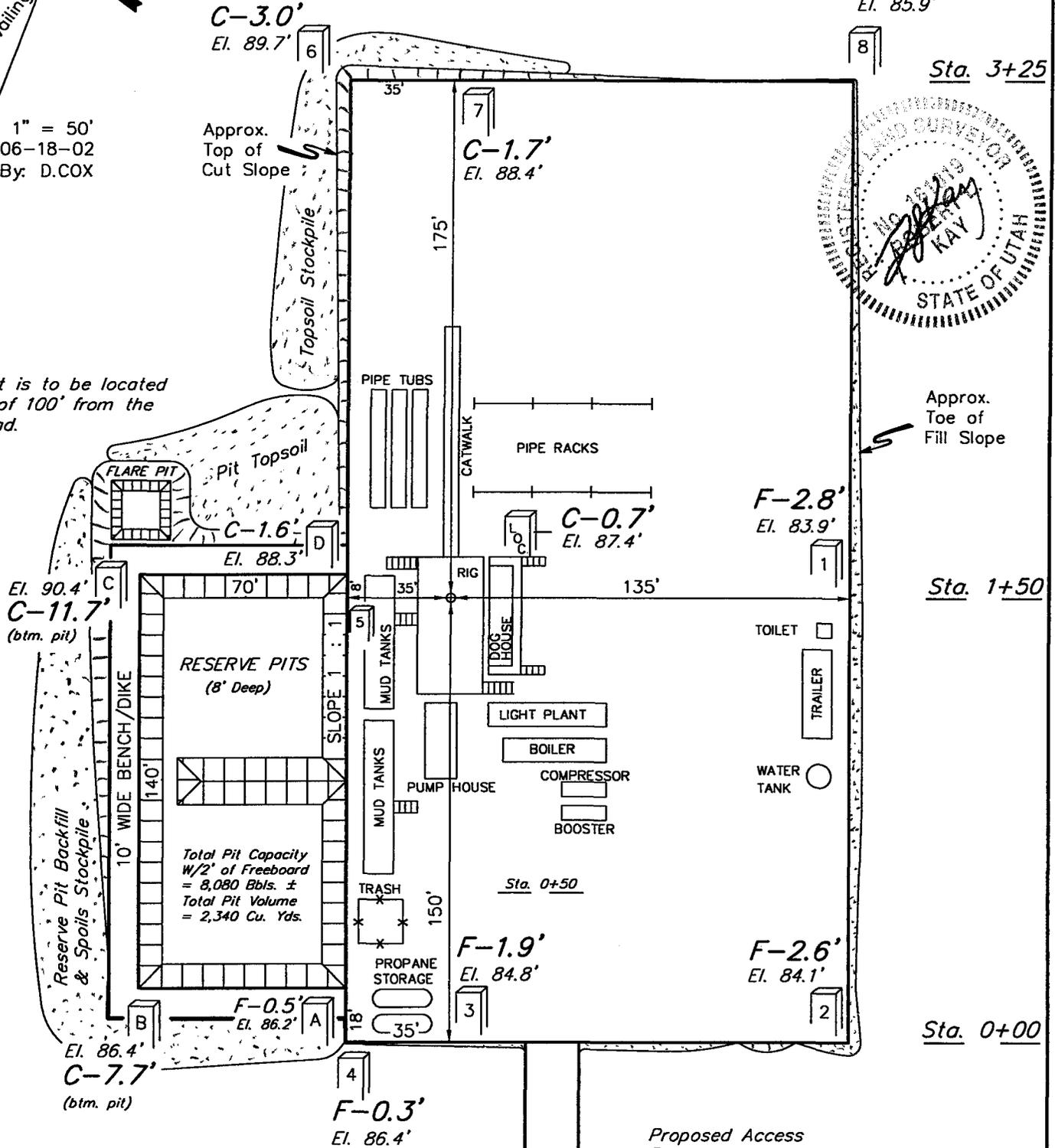
SCALE: 1" = 50'
DATE: 06-18-02
Drawn By: D.COX

F-0.8'
El. 85.9'

Sta. 3+25



NOTE:
Flare Pit is to be located
a min. of 100' from the
Well Head.



NOTES:

Elev. Ungraded Ground At Loc. Stake = 4887.4'
FINISHED GRADE ELEV. AT LOC. STAKE = 4886.7'

UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East • Vernal, Utah 84078 • (435) 789-1917

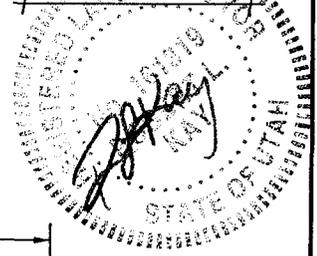
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TYPICAL CROSS SECTIONS FOR

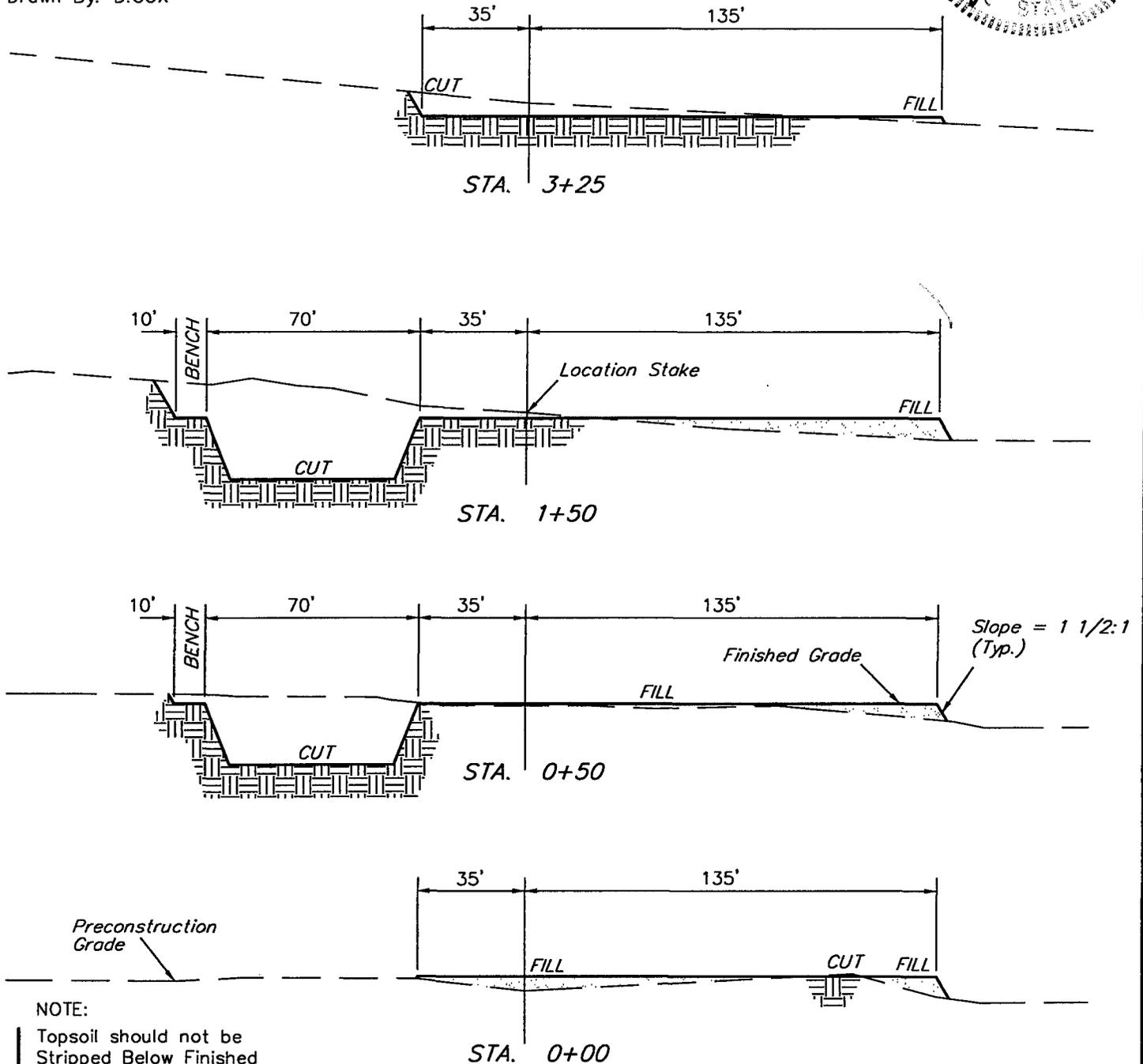
OU GB #3W-15-8-22
SECTION 15, T8S, R22E, S.L.B.&M.
744' FNL 1915' FWL

FIGURE #2



1" = 20'
X-Section Scale
1" = 50'

DATE: 06-18-02
Drawn By: D.COX



NOTE:

Topsoil should not be Stripped Below Finished Grade on Substructure Area.

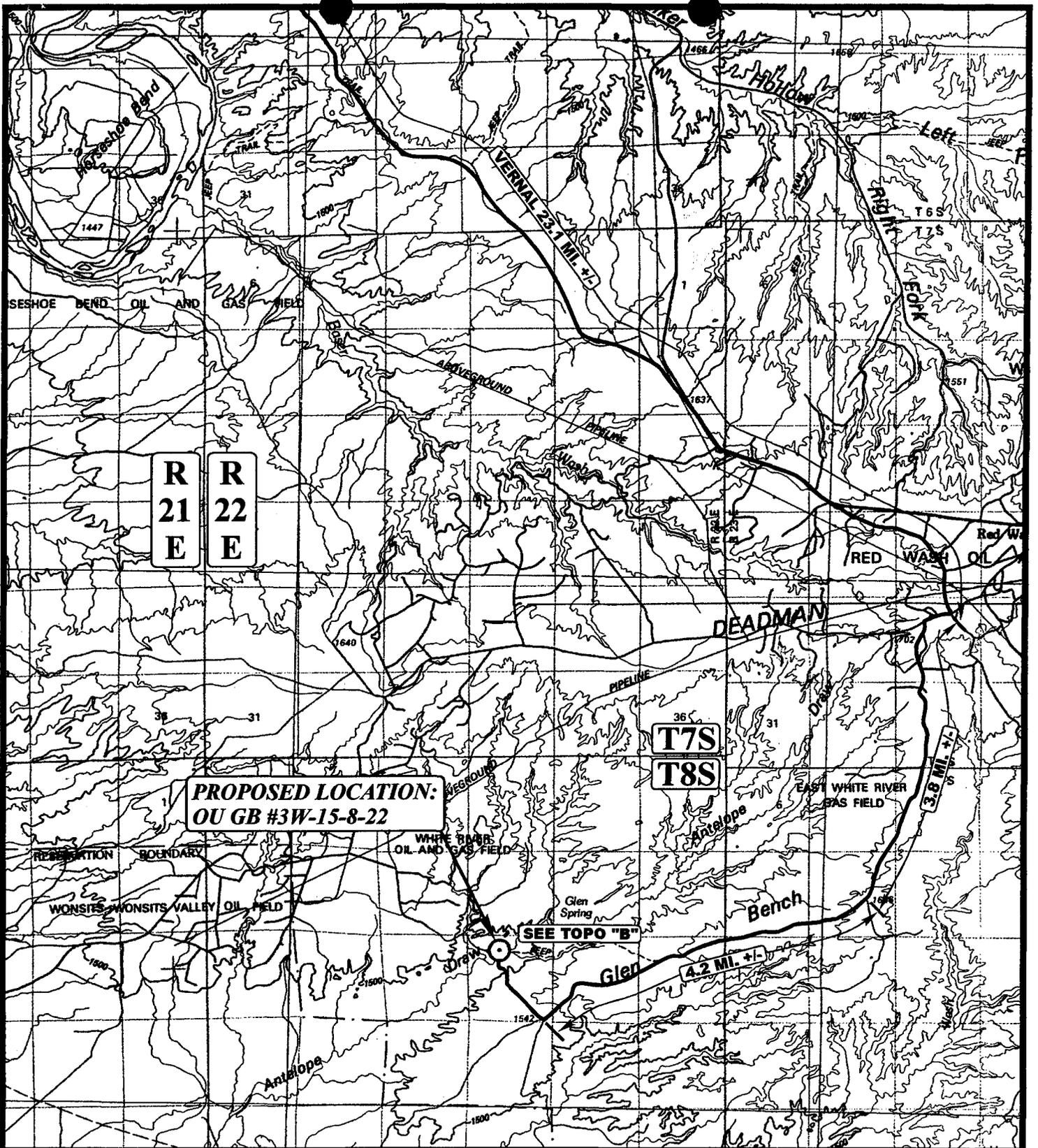
APPROXIMATE YARDAGES

CUT	
(6") Topsoil Stripping	= 1,260 Cu. Yds.
Remaining Location	= 3,500 Cu. Yds.
TOTAL CUT	= 4,760 CU.YDS.
FILL	= 2,210 CU.YDS.

EXCESS MATERIAL AFTER 5% COMPACTION	= 2,430 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.)	= 2,430 Cu. Yds.
EXCESS UNBALANCE (After Rehabilitation)	= 0 Cu. Yds.

UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East • Vernal, Utah 84078 • (435) 789-7077

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LEGEND:

○ PROPOSED LOCATION



SHENANDOAH ENERGY, INC.

OU GB #3W-15-8-22
SECTION 15, T8S, R22E, S.L.B.&M.
744' FNL 1915' FWL



Utah Engineering & Land Surveying
 85 South 200 East Vernal, Utah 84078
 (435) 789-1017 * FAX (435) 789-1813

TOPOGRAPHIC
MAP

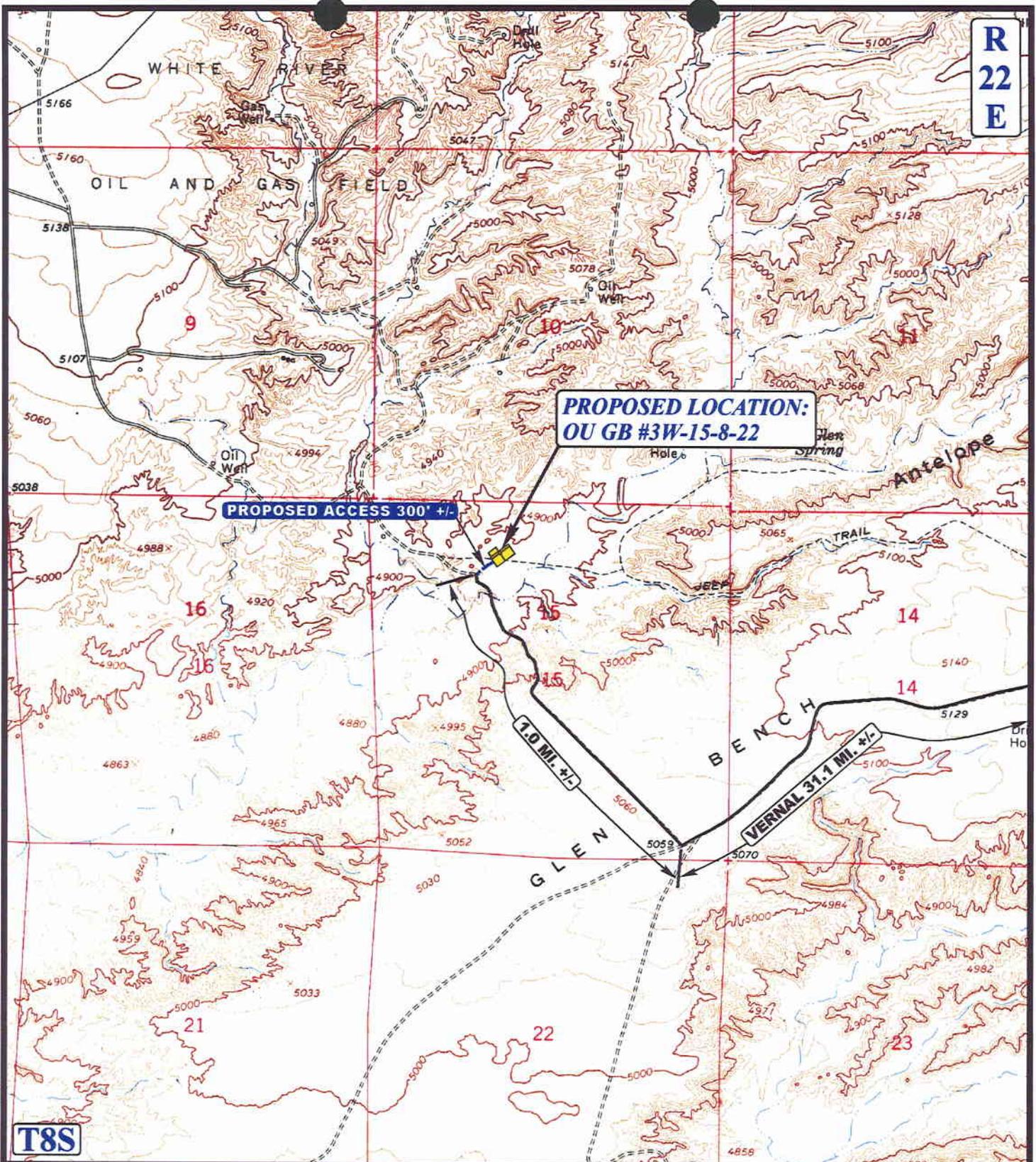
6 19 02
 MONTH DAY YEAR

SCALE: 1:100,000 DRAWN BY: K.G. REVISED: 00-00-00



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R
22
E



T8S

LEGEND:

-  EXISTING ROAD
-  PROPOSED ACCESS ROAD

SHENANDOAH ENERGY, INC.

OU GB #3W-15-8-22
SECTION 15, T8S, R22E, S.L.B.&M.
744' FNL 1915' FWL



Uintah Engineering & Land Surveying
 85 South 200 East Vernal, Utah 84078
 (435) 789-1017 * FAX (435) 789-1813



TOPOGRAPHIC
MAP

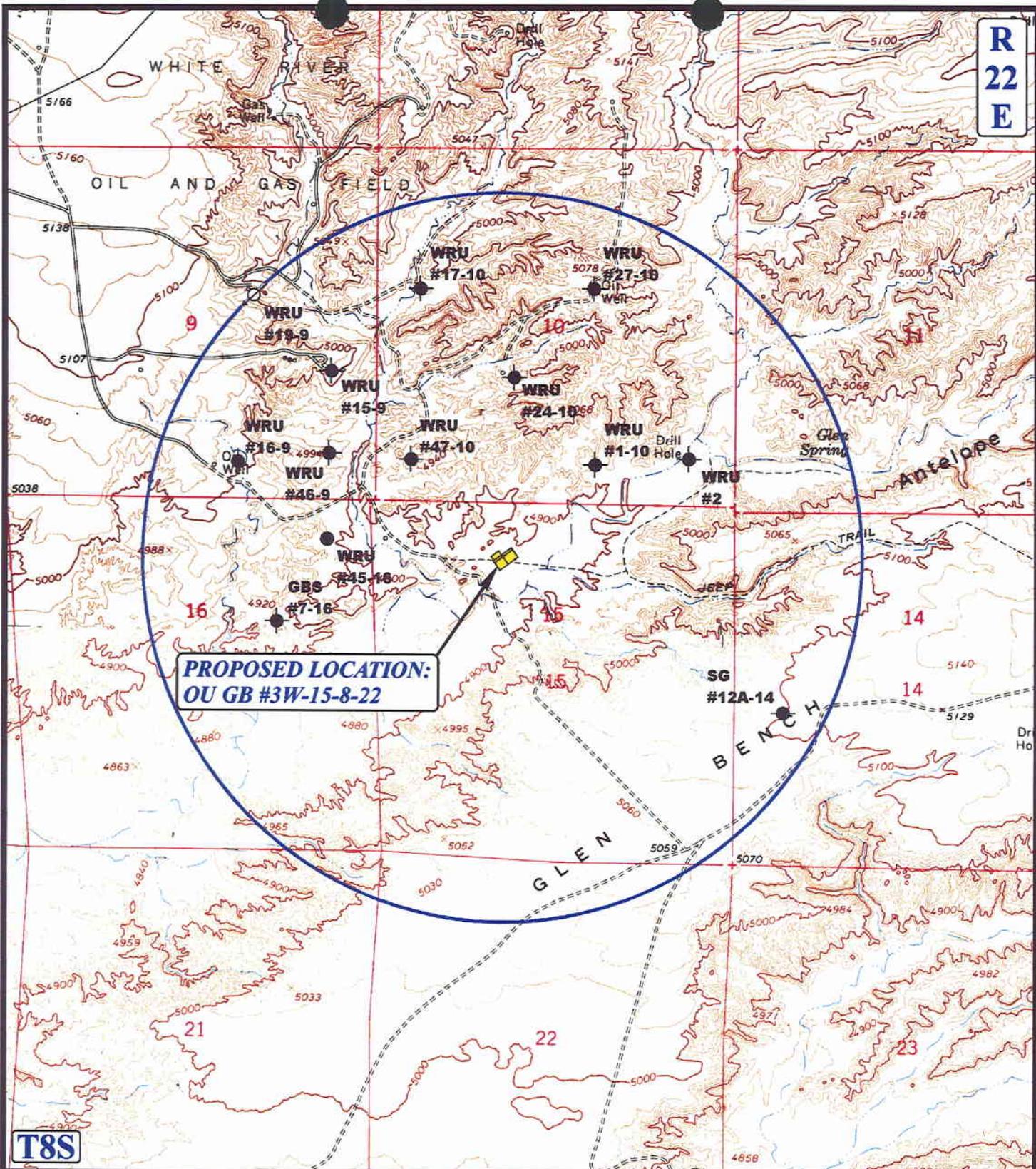
6 MONTH
19 DAY
02 YEAR

SCALE: 1" = 2000' DRAWN BY: K.G. REVISED: 00-00-00



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R
22
E



**PROPOSED LOCATION:
OU GB #3W-15-8-22**

T8S

LEGEND:

- ⊗ DISPOSAL WELLS
- PRODUCING WELLS
- SHUT IN WELLS
- ⊗ WATER WELLS
- ABANDONED WELLS
- TEMPORARILY ABANDONED

SHENANDOAH ENERGY, INC.

**OU GB #3W-15-8-22
SECTION 15, T8S, R22E, S.L.B.&M.
744' FNL 1915' FWL**



Utah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813



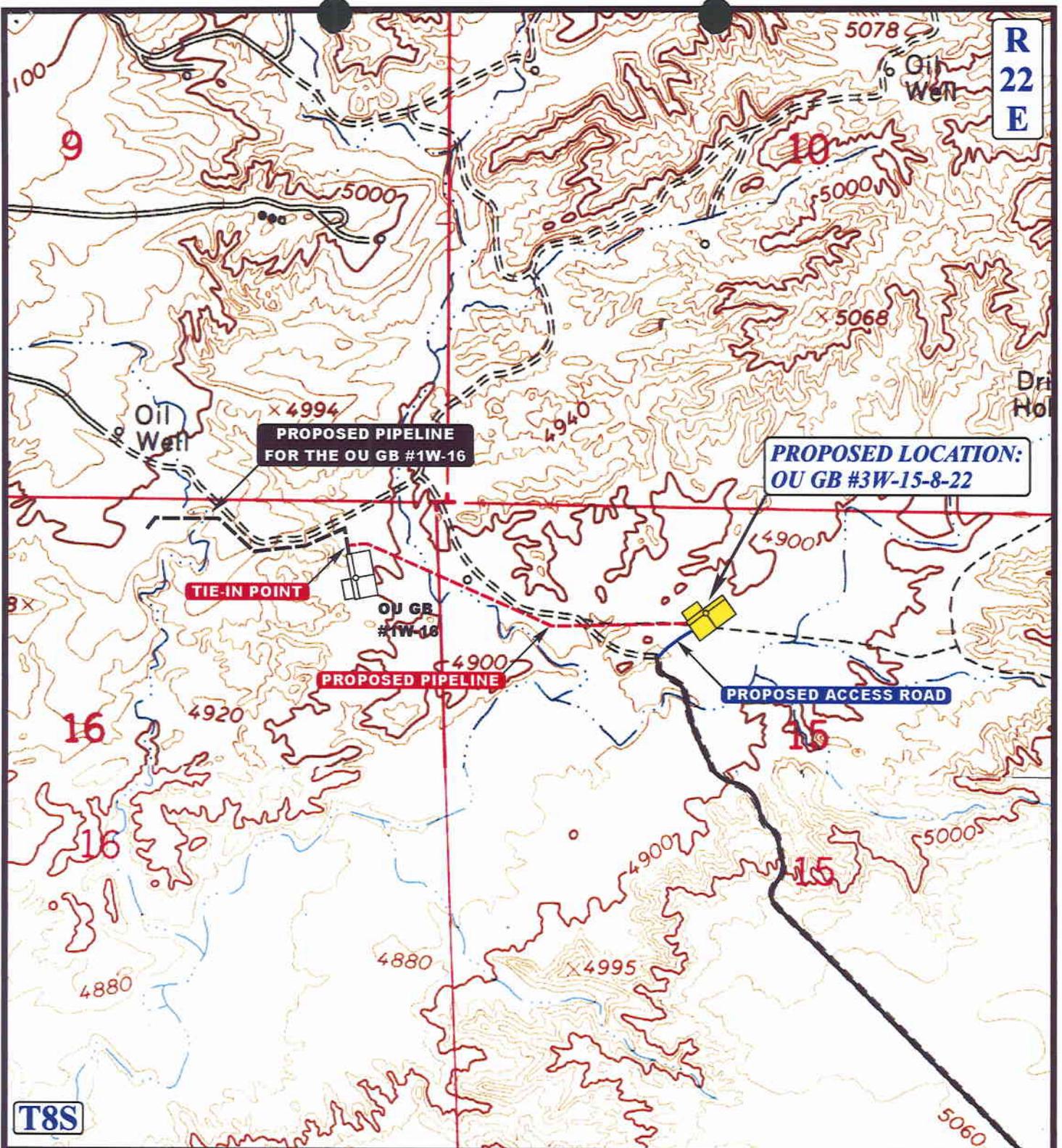
**TOPOGRAPHIC
MAP**

5 23 02
MONTH DAY YEAR

SCALE: 1" = 2000' DRAWN BY: K.G. REVISED: 00-00-00



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APPROXIMATE TOTAL PIPELINE DISTANCE = 2600' +/-

LEGEND:

- EXISTING PIPELINE
- PROPOSED PIPELINE
- PROPOSED ACCESS

SHENANDOAH ENERGY, INC.

OU GB #3W-15-8-22
SECTION 15, T8S, R22E, S.L.B.&M.
744' FNL 1915' FWL



Uintah Engineering & Land Surveying
 85 South 200 East Vernal, Utah 84078
 (435) 789-1017 * FAX (435) 789-1813

TOPOGRAPHIC MAP
 SCALE: 1" = 1000' DRAWN BY: K.G. REVISED: 00-00-00

D
 TOPO

CONFIDENTIAL

003

WORKSHEET
APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 07/23/2002

API NO. ASSIGNED: 43-047-34677

WELL NAME: OU GB 3W-15-8-22

OPERATOR: SHENANDOAH ENERGY INC (N4235)

CONTACT: JOHN BUSCH

PHONE NUMBER: 435-781-4341

PROPOSED LOCATION:

NENW 15 080S 220E
SURFACE: 0744 FNL 1915 FWL
BOTTOM: 0744 FNL 1915 FWL
UINTAH
KENNEDY WASH (618)

INSPECT LOCATN BY: / /		
Tech Review	Initials	Date
Engineering		
Geology		
Surface		

LEASE TYPE: 1 - Federal

LEASE NUMBER: U-74494

SURFACE OWNER: 1 - Federal

LATITUDE: 40.12822

PROPOSED FORMATION: WSTC

LONGITUDE: 109.42843

RECEIVED AND/OR REVIEWED:

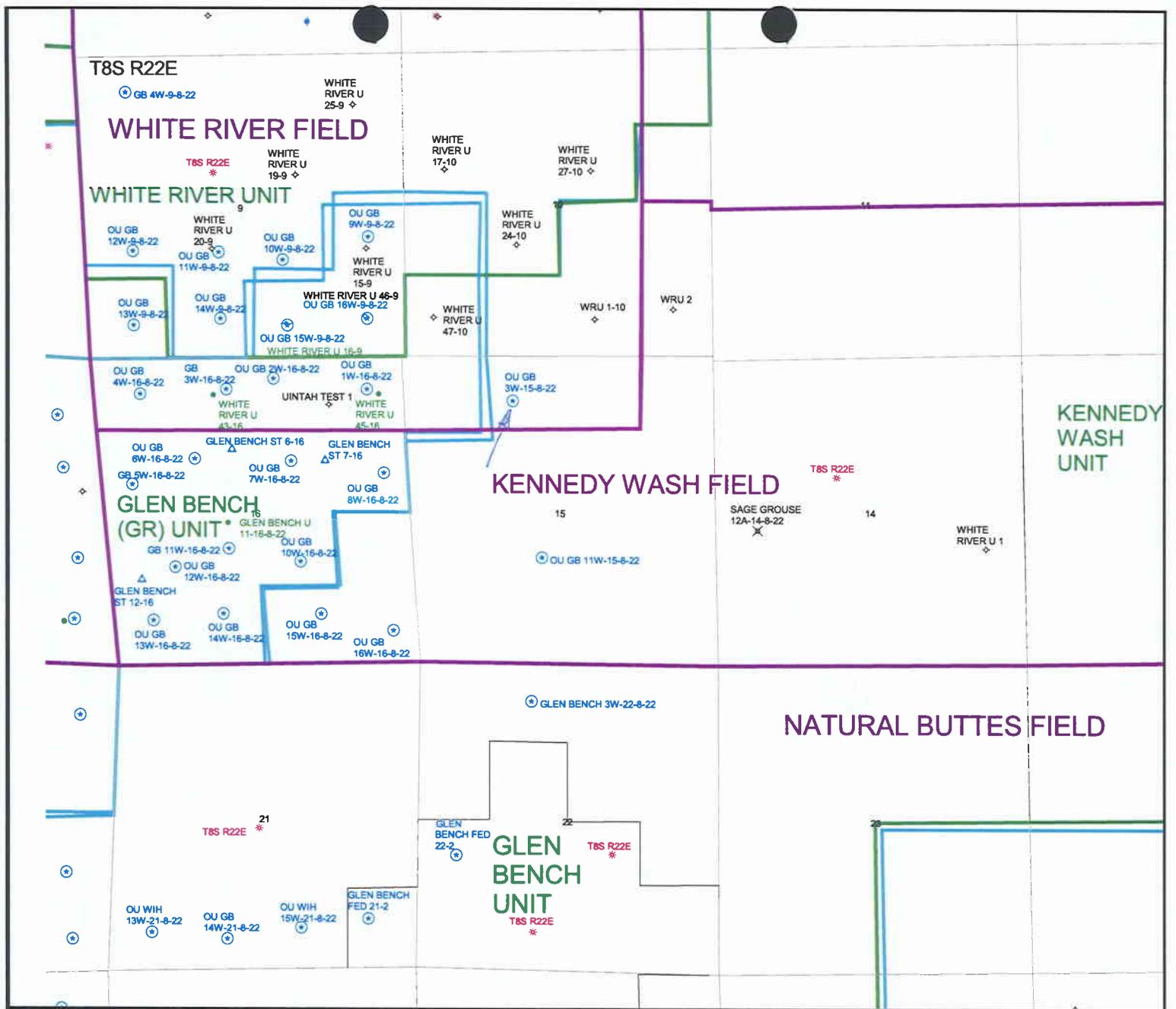
- Plat
- Bond: Fed[1] Ind[] Sta[] Fee[]
(No. U-0969)
- Potash (Y/N)
- Oil Shale 190-5 (B) or 190-3 or 190-13
- Water Permit
(No. 43-8496)
- RDCC Review (Y/N)
(Date: _____)
- Fee Surf Agreement (Y/N)

LOCATION AND SITING:

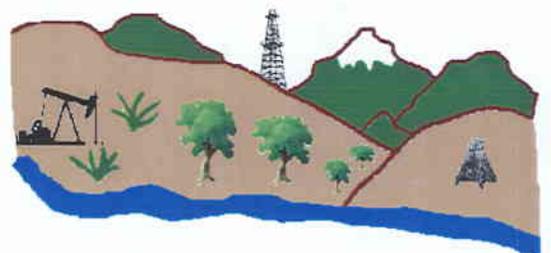
- R649-2-3.
- Unit _____
- R649-3-2. General
Siting: 460 From Qtr/Qtr & 920' Between Wells
- R649-3-3. Exception
- Drilling Unit
- Board Cause No: _____
- Eff Date: _____
- Siting: _____
- R649-3-11. Directional Drill

COMMENTS: See Separate file

STIPULATIONS: 1- Federal Approval
2- Spacing Strip



OPERATOR NAME: SHENANDOAH (N4235)
 SEC. 15 T8S R22E
 FIELD: KENNEDY WASH (618)
 COUNTY: UINTAH SPACING: GEN ST/R649-3-2



Utah Oil Gas and Mining

Field Status		Well Status		Unit Status	
	ABANDONED		Gas Injection		EXPLORATORY
	ACTIVE		Gas Storage		GAS STORAGE
	COMBINED		Location Abandoned		NF PP OIL
	INACTIVE		Location		NF SECONDARY
	PROPOSED		Plugged		PENDING
	STORAGE		Producing Gas		PI OIL
	TERMINATED		Producing Oil		PP GAS
	Township.shp		Shut-In Gas		PP GEOTHERML
	Sections		Shut-In Oil		PP OIL
			Temporarily Abandoned		SECONDARY
			Test Well		TERMINATED
			Water Injection		
			Water Supply		
			Water Disposal		



Prepared By: D. Mason
 Date: 25-July-2002

004



State of Utah
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

1594 West North Temple, Suite 1210
PO Box 145801
Salt Lake City, Utah 84114-5801
(801) 538-5340 telephone
(801) 359-3940 fax
(801) 538-7223 TTY
www.nr.utah.gov

Michael O. Leavitt
Governor
Robert L. Morgan
Executive Director
Lowell P. Braxton
Division Director

July 29, 2002

Shenandoah Energy Inc.
11002 E 17500 S
Vernal, UT 84078

Re: Over and Under Glen Bench 3W-15-8-22 Well, 744' FNL, 1915' FWL, NE NW,
Sec. 15, T. 8 South, R. 22 East, Uintah County, Utah

Gentlemen:

Pursuant to the provisions and requirements of Utah Code Ann. § 40-6-1 *et seq.*, Utah Administrative Code R649-3-1 *et seq.*, and the attached Conditions of Approval, approval to drill the referenced well is granted.

This approval shall expire one year from the above date unless substantial and continuous operation is underway, or a request for extension is made prior to the expiration date. The API identification number assigned to this well is 43-047-34677.

Sincerely,

A handwritten signature in black ink, appearing to read "John R. Baza".

John R. Baza
Associate Director

pb
Enclosures

cc: Uintah County Assessor
Bureau of Land Management, Vernal District Office

Operator: Shenandoah Energy Inc.
Well Name & Number Over and Under Glen Bench 3W-15-8-22
API Number: 43-047-34677
Lease: U-74494

Location: NE NW Sec. 15 T. 8 South R. 22 East

Conditions of Approval

1. General

Compliance with the requirements of Utah Admin. R. 649-1 *et seq.*, the Oil and Gas Conservation General Rules, and the applicable terms and provisions of the approved Application for permit to drill.

2. Notification Requirements

Notify the Division within 24 hours of spudding the well.

- Contact Carol Daniels at (801) 538-5284.

Notify the Division prior to commencing operations to plug and abandon the well.

- Contact Dan Jarvis at (801) 538-5338

3. Reporting Requirements

All required reports, forms and submittals will be promptly filed with the Division, including but not limited to the Entity Action Form (Form 6), Report of Water Encountered During Drilling (Form 7), Weekly Progress Reports for drilling and completion operations, and Sundry Notices and Reports on Wells requesting approval of change of plans or other operational actions.

4. State approval of this well does not supersede the required federal approval, which must be obtained prior to drilling.

5. This proposed well is located in an area for which drilling units (well spacing patterns) have not been established through an order of the Board of Oil, Gas and Mining (the "Board"). In order to avoid the possibility of waste or injury to correlative rights, the operator is requested, once the well has been drilled, completed, and has produced, to analyze geological and engineering data generated therefrom, as well as any similar data from surrounding areas if available. As soon as is practicable after completion of its analysis, and if the analysis suggests an area larger than the quarter-quarter section upon which the well is located is being drained, the operator is requested to seek an appropriate order from the Board establishing drilling and spacing units in conformance with such analysis by filing a Request for Agency Action with the Board.

005

SHENANDOAH ENERGY INC.
OVER AND UNDER GLEN BENCH 3W-15-8-22
744' FNL, 1915' FWL
NENW, 15, T8S, R22E
UINTAH COUNTY, UTAH
LEASE # U-74494

ONSHORE ORDER NO. 1

MULTI - POINT SURFACE USE & OPERATIONS PLAN

An onsite inspection was conducted for the OU GB 3W-15-8-22 on July 11, 2002 at approximately 10:15 AM. Weather conditions were hot with high temperatures at the time of the onsite. In attendance at the inspection were the following individuals:

Byron Tolman	Bureau of Land Management
Stephanie Howard	Bureau of Land Management
Dixie Sadleir	Bureau of Land Management
Floyd Bartlett	Division of Wildlife Resources
Jan Nelson	Shenandoah Energy Inc.
Raleen Searle	Shenandoah Energy Inc.

1. Existing Roads:

The proposed well site is approximately 13 miles Southwest of Redwash, Utah.

Refer to Topo Maps A and B for location of access roads within a 2 - mile radius.

There will be no improvements made to existing access roads.

2. Planned Access Roads:

Please see Shenandoah Energy Inc. Standard Practices for Wasatch Formation Wells located in Red Wash, Wonsits Valley, Gypsum Hills, White River, Glen Bench, and undesignated fields in Townships 07 and 08 South, Ranges 21 to 24 East.

Refer to Topo Map B for the location of the proposed access road.

3. Location of Existing Wells Within a 1 - Mile Radius:

Please refer to Topo Map C.

4. Location of Existing & Proposed Facilities:

Please see Shenandoah Energy Inc. Standard Practices for Wasatch Formation Wells located in Red Wash, Wonsits Valley, Gypsum Hills, White River, Glen Bench, and undesignated fields in Townships 07 and 08 South, Ranges 21 to 24 East.

Refer to Topo Map D for the location of the proposed pipeline.

5. Location and Type of Water Supply:

Please see Shenandoah Energy Inc. Standard Practices for Wasatch Formation Wells located in Red Wash, Wonsits Valley, Gypsum Hills, White River, Glen Bench, and undesignated fields in Townships 07 and 08 South, Ranges 21 to 24 East.

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DIVISION OF
OIL, GAS AND MINING

REVISED
Pipeline Plan

6. **Source of Construction Materials:**

Please see Shenandoah Energy Inc. Standard Practices for Wasatch Formation Wells located in Red Wash, Wonsits Valley, Gypsum Hills, White River, Glen Bench, and undesignated fields in Townships 07 and 08 South, Ranges 21 to 24 East.

7. **Methods of Handling Waste Materials:**

Please see Shenandoah Energy Inc. Standard Practices for Wasatch Formation Wells located in Red Wash, Wonsits Valley, Gypsum Hills, White River, Glen Bench, and undesignated fields in Townships 07 and 08 South, Ranges 21 to 24 East.

8. **Ancillary Facilities:**

Please see Shenandoah Energy Inc. Standard Practices for Wasatch Formation Wells located in Red Wash, Wonsits Valley, Gypsum Hills, White River, Glen Bench, and undesignated fields in Townships 07 and 08 South, Ranges 21 to 24 East.

9. **Well Site Layout:** (See Location Layout Diagram)

The attached Location Layout Diagram describes drill pad cross-sections, cuts and fills and locations of the mud tanks, reserve pit, flare pit, pipe racks, trailer parking, spoil dirt stockpile(s), and surface material stockpile(s).

Please see the attached diagram to describe rig orientation, parking areas, and access roads.

A pit liner is required.

10. **Plans for Reclamation of the Surface:**

Please see Shenandoah energy Inc. Standard Operating Practices for Wasatch Formation Wells located in Red Wash, Wonsits Valley, Gypsum Hills, White River, Glen Bench, and undesignated fields in Township 07 and 08 South, Ranges 21 to 24 East.

Seed mix #5:

Gardner saltbush A triplex gardneri 6lbs/acre

11. **Surface Ownership:**

The well pad and access road are located on lands owned by:

Bureau of Land Management
170 South 500 East
Vernal, Utah 84078
(435) 781-4400

12. **Other Information**

A Class III archaeological survey was conducted by Montgomery Archaeology Consultants. A copy of this report was submitted directly to the appropriate agencies by Montgomery Archaeology Consultants. Cultural resource clearance was recommended for this location.

There is a Burrowing Owl Stipulation from April 1st - August 15th. No construction will commence during this period unless otherwise determined by a wildlife biologist that the site is inactive.

A rights-of-way will be required to the part of the pipeline that travels off lease in section 15. The part of that goes off lease is +/- 1200' in length, 20' in width, with a 3" steel zaplocked gas surface line. The pipeline will be zaplocked on location and then pulled into place.

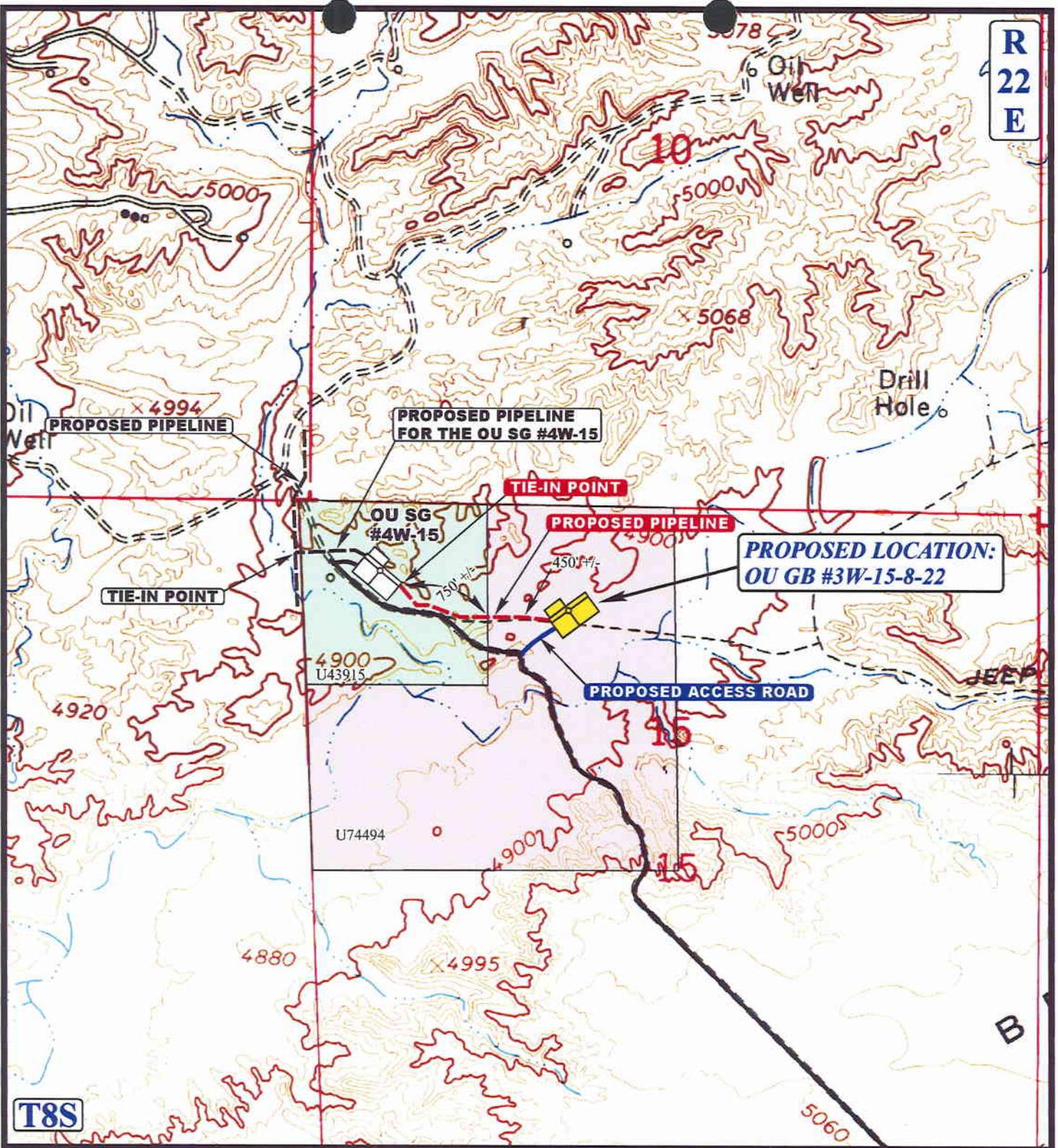
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AUG 29 2002

**DIVISION OF
OIL, GAS AND MINING**

REVISED
Pipeline ROW

R
22
E



T8S

APPROXIMATE TOTAL PIPELINE DISTANCE = 1,200' +/-

LEGEND:

-  EXISTING PIPELINE
-  PROPOSED PIPELINE
-  PROPOSED ACCESS



SHENANDOAH ENERGY, INC.

OU GB #3W-15-8-22
SECTION 15, T8S, R22E, S.L.B.&M.
744' FNL 1915' FWL

U&L S Uintah Engineering & Land Surveying
 85 South 200 East Vernal, Utah 84078
 (435) 789-1017 * FAX (435) 789-1813

TOPOGRAPHIC MAP **6 1902**
 MONTH DAY YEAR
 SCALE: 1" = 1000' DRAWN BY: K.G. REV: 8-27-02 P.M. **D**
 TOPO

REVISED
 Pipeline Flow

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JUL 22 2002

FORM APPROVED
OMB No. 1004-0136
Expires November 30, 2000

006

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

APPLICATION FOR PERMIT TO DRILL OR REENTER

1a. Type of Work: <input checked="" type="checkbox"/> DRILL <input type="checkbox"/> REENTER		CONFIDENTIAL	
1b. Type of Well: <input type="checkbox"/> Oil Well <input checked="" type="checkbox"/> Gas Well <input type="checkbox"/> Other <input checked="" type="checkbox"/> Single Zone <input type="checkbox"/> Multiple Zone		7. If Unit or CA Agreement, Name and No. N/A	
2. Name of Operator SHENANDOAH ENERGY INC.		8. Lease Name and Well No. OU GB 3W-15-8-22	
3a. Address 11002 E. 17500 S. VERNAL, UT 84078		9. API Well No.	
3b. Phone No. (include area code) Ph: 435.781.4341 Fx: 435.781.4323		10. Field and Pool, or Exploratory N/A	
4. Location of Well (Report location clearly and in accordance with any State requirements. *) At surface NENW 744FNL 1915FWL At proposed prod. zone		11. Sec., T., R., M., or Blk. and Survey or Area Sec 15 T8S R22E Mer SLB	
14. Distance in miles and direction from nearest town or post office* 11 +/- MILES SOUTHWEST OF REDWASH, UTAH		12. County or Parish UINTAH	13. State UT
15. Distance from proposed location to nearest property or lease line, ft. (Also to nearest drig, unit line, if any) 744' +/-	16. No. of Acres in Lease 576.02	17. Spacing Unit dedicated to this well 40.00	
18. Distance from proposed location to nearest well, drilling, completed, applied for, on this lease, ft. 2000' +/-	19. Proposed Depth 7575 MD 7575 TVD	20. BLM/BIA Bond No. on file U-0969	
21. Elevations (Show whether DF, KB, RT, GL, etc.) 4901 KB	22. Approximate date work will start	23. Estimated duration 10 DAYS	

24. Attachments

The following, completed in accordance with the requirements of Onshore Oil and Gas Order No. 1, shall be attached to this form:

- | | |
|--|--|
| <ul style="list-style-type: none"> 1. Well plat certified by a registered surveyor. 2. A Drilling Plan. 3. A Surface Use Plan (if the location is on National Forest System Lands, the SUPO shall be filed with the appropriate Forest Service Office). | <ul style="list-style-type: none"> 4. Bond to cover the operations unless covered by an existing bond on file (see Item 20 above). 5. Operator certification 6. Such other site specific information and/or plans as may be required by the authorized officer. |
|--|--|

25. Signature (Electronic Submission)	Name (Printed/Typed) JOHN BUSCH	RECEIVED	Date 07/19/2002
Title OPERATIONS		JUL 14 2003	
Approved by (Signature) 	Name (Printed/Typed) Assistant Field Manager Mineral Resources	DIV. OF OIL, GAS & MINING	Date 07/10/2003
Title	Office		

Application approval does not warrant or certify the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.
Conditions of approval, if any, are attached.

NOTICE OF APPROVAL

Title 18 U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

Additional Operator Remarks (see next page)

Electronic Submission #12632 verified by the BLM Well Information System
For SHENANDOAH ENERGY INC., sent to the Vernal

CONDITIONS OF APPROVAL ATTACHED

** ORIGINAL **

CONDITIONS OF APPROVAL
APPLICATION FOR PERMIT TO DRILL

Company/Operator: Shenandoah Energy Inc.

Well Name & Number: OU GB #3W-15-8-22

API Number: 43-047-34677

Lease Number: U-74494

Location: NENW Sec. 15 T.8S R. 22E

Agreement: N/A

For more specific details on notification requirements, please check the Conditions of Approval for Notice to Drill and Surface Use Program.

CONDITIONS OF APPROVAL

Approval of this application does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.

Be aware fire restrictions may be in effect when location is being constructed and/or when well is being drilled. Contact the appropriate Surface Management Agency for information.

Casing Program and Auxiliary Equipment

As a minimum requirement, the cement behind the production casing must extend 200' above the top of the Green River formation which has been identified at $\pm 2681'$.

Coring, Logging and Testing Program

Daily drilling and completion progress reports shall be submitted to this office on a weekly basis.

Please submit an electronic copy of all logs run on this well in LAS format. This submission will supercede the requirement for submittal of paper logs to the BLM.

Other Information

In the event after-hours approvals are necessary, you must contact one of the following individuals:

Ed Forsman (435) 828-7874
Petroleum Engineer

Kirk Fleetwood (435) 828-7875
Petroleum Engineer

BLM FAX Machine (435) 781-4410

CONDITIONS OF APPROVAL
FOR THE SURFACE USE PROGRAM OF THE
APPLICATION FOR PERMIT TO DRILL

-No construction should take place from April 1 to August 15 to protect burrowing owl nesting habitat. If construction is proposed during that time, a burrowing owl survey would be required and no construction activities would be allowed within .5 mile of an active burrowing owl nest until the adults and young have left the area.

-A ROW would be required for the pipeline.

-Topsoil shall be windrowed from corner 6 to 8.

-The reserve pit shall be lined with a plastic liner. A felt liner would not be required unless blasting is necessary for construction of the reserve pit..

-6 inches of topsoil should be stripped from the location and windrowed as shown on the cut sheet. The topsoil shall then be broadcast seeded with the recommended seed mix immediately after it has been windrowed and the seed walked into the soil with a dozer.

-The topsoil from the reserve pit should be stripped and piled separately near the reserve pit. When the reserve pit is closed, it shall be recontoured and the topsoil respread, and the area shall be seeded in the same manner as the location topsoil.

-Once the location is plugged and abandoned, it shall be recontoured to natural contours, topsoil respread where appropriate, and the entire location seeded with the recommended seed mix. Seeding could be done by broadcasting the seed and walking it in with a dozer. Seeding should take place immediately after the dirt work is completed.

-The seed mix for this location shall be #5:

Gardner saltbush	<i>Atriplex gardneri</i>	6 lbs./acre
Shadscale	<i>Atriplex confertifolia</i>	6 lbs./acre

-All poundages are in pure live seed.

-Reseeding may be required if first seeding is not successful.



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

Utah State Office
P.O. Box 45155
Salt Lake City, UT 84145-0155

In Reply Refer To:
3106
(UT-924)

July 21, 2003

Memorandum

To: Vernal Field Office
From: **ACTING** Chief, Branch of Minerals Adjudication
Subject: Name Change Approval

Attached is an approved copy of the name change from BLM-Eastern States, which is recognized by the Utah State Office. We have updated our records to reflect:

The name change from Shenandoah Energy Incorporated into QEP Uinta Basin, Incorporated is effective July 23, 1999. The BLM Bond Number is ESB000024.

Mary Higgins
Acting Chief, Branch of
Minerals Adjudication

Enclosure

1. Eastern States Letter
2. List of leases

cc: MMS, James Sykes, PO Box 25165, M/S 357 B1, Denver CO 80225
State of Utah, DOGM, Earlene Russell (Ste. 1210), Box 145801, SLC UT 84114
Teresa Thompson (UT-922)
Joe Incardine (UT-921)

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JUL 29 2003

DIV. OF OIL, GAS & MINING

Exhibit of Leases

UTSL-065342	UTU-0825	UTU-65472	UTU-74971
UTSL-065429	UTU-0826	UTU-65632	UTU-74972
UTSL-066409-A	UTU-0827	UTU-67844	UTU-75079
UTSL-066446	UTU-0828	UTU-68217	UTU-75080
UTSL-066446-A	UTU-0829	UTU-68218	UTU-75081
UTSL-066446-B	UTU-0830	UTU-68219	UTU-75082
UTSL-066791	UTU-0933	UTU-68220	UTU-75083
UTSL-069330	UTU-0971	UTU-68387	UTU-75084
UTSL-070932-A	UTU-0971-A	UTU-68620	UTU-75085
UTSL-071745	UTU-01089	UTU-69001	UTU-75086
UTSL-071963	UTU-02025	UTU-70853	UTU-75087
UTSL-071964	UTU-02030	UTU-70854	UTU-75088
UTSL-071965	UTU-02060	UTU-70855	UTU-75102
	UTU-02148	UTU-70856	UTU-75103
UTU-046	UTU-02149	UTU-71416	UTU-75116
UTU-055	UTU-02510-A	UTU-72066	UTU-75243
UTU-057	UTU-09613	UTU-72109	UTU-75503
UTU-058	UTU-09617	UTU-72118	UTU-75678
UTU-059	UTU-09809	UTU-72598	UTU-75684
UTU-080	UTU-011225-B	UTU-72634	UTU-76278
UTU-081	UTU-011226	UTU-72649	UTU-75760
UTU-082	UTU-011226-B	UTU-73182	UTU-75939
UTU-093	UTU-012457	UTU-73443	UTU-76039
UTU-0116	UTU-012457-A	UTU-73456	UTU-76482
UTU-0558	UTU-018260-A	UTU-73680	UTU-76507
UTU-0559	UTU-022158	UTU-73681	UTU-76508
UTU-0560	UTU-025960	UTU-73684	UTU-76721
UTU-0561	UTU-025962	UTU-73686	UTU-76835
UTU-0562	UTU-025963	UTU-73687	UTU-77063
UTU-0566	UTU-029649	UTU-73698	UTU-77301
UTU-0567	UTU-65471	UTU-73699	UTU-77308
UTU-0568	UTU-65472	UTU-73700	UTU-78021
UTU-0569	UTU-103144	UTU-73710	UTU-78028
UTU-0570	UTU-140740	UTU-73914	UTU-78029
UTU-0571	UTU-14219	UTU-73917	UTU-78214
UTU-0572	UTU-14639	UTU-74401	UTU-78215
UTU-0629	UTU-16551	UTU-74402	UTU-78216
UTU-0802	UTU-28652	UTU-74407	UTU-80636
UTU-0803	UTU-42050	UTU-74408	UTU-80637
UTU0804	UTU-43915	UTU-74419	UTU-80638
UTU0805	UTU-43916	UTU-74493	UTU-80639
UTU0806	UTU-43917	UTU-74494	UTU-80640
UTU0807	UTU-43918	UTU-74495	
UTU0809	UTU-56947	UTU-74496	
UTU0810	UTU-65276	UTU-74836	
UTU-0823	UTU-65404	UTU-74842	
UTU-0824	UTU-65471	UTU-74968	

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

FORM APPROVED
Budget Bureau No. 1004-0135
Expires: March 31, 1993

008

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill or to deepen or reentry to a different reservoir
Use "APPLICATION FOR PERMIT--" for such proposals

SUBMIT IN TRIPLICATE

CONFIDENTIAL

1. Type of Well
 Oil Well Gas Well Well Other

2. Name of Operator
QEP UINTA BASIN, INC. (SHENANDOAH ENERGY INC.)

3. Address and Telephone No.
11002 E. 17500 S. VERNAL, UT 84078-8526 (435) 781-4341

4. Location of Well (Footage, Sec., T., R., M., or Survey Description)
744' FNL, 1915 FWL, SECTION 15, T8S, R22E SLB&M

5. Lease Designation and Serial No.
U-74494

6. If Indian, Allottee or Tribe Name
N/A

7. If Unit or CA, Agreement Designation
N/A

8. Well Name and No.
OU GB 3W-15-8-22

9. API Well No.
43-047-34677

10. Field and Pool, or Exploratory Area
UNDESIGNATED

11. County or Parish, State
UINTAH, UTAH

12. CHECK APPROPRIATE BOX(S) TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION
<input checked="" type="checkbox"/> Notice of Intent	<input type="checkbox"/> Abandonment
<input type="checkbox"/> Subsequent Report	<input type="checkbox"/> Recompletion
<input type="checkbox"/> Final Abandonment Notice	<input type="checkbox"/> Plugging Back
	<input type="checkbox"/> Casing Repair
	<input type="checkbox"/> Altering Casing
	<input checked="" type="checkbox"/> Other <u>APD Extension</u>
	<input type="checkbox"/> Change of Plans
	<input type="checkbox"/> New Construction
	<input type="checkbox"/> Non-Routine Fracturing
	<input type="checkbox"/> Water Shut-Off
	<input type="checkbox"/> Conversion to Injection
	<input type="checkbox"/> Dispose Water

(Note) Report results of multiple completion on Well Completion or Recompletion Report and Log form.)

13. Describe Proposed or Completed Operations (Clearly state all pertinent details, and give pertinent dates, including estimated date of starting any proposed work. If well is directionally drilled, give subsurface locations and measured and true vertical depths for all markers and zones pertinent to this work)
Shenandoah Energy Inc. hereby requests a one year extension from approval date on the OU GB 3W-15-8-22.

Approved by the
Utah Division of
Oil, Gas and Mining
Date: 02-15-03
By: [Signature]

COPY SENT TO OPERATOR
Date: 9-17-03
Initials: CHD

14. I hereby certify that the foregoing is true and correct.
 Signed RALEEN SEARLE [Signature] Title REGULATORY AFFAIRS ANALYST Date 8/12/03

(This space for Federal or State office use)
 Approved by: _____ Title _____ Date _____
 Conditions of approval, if any _____

Title 18 U.S.C. Section 1001, makes it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

*See instruction on Reverse Side

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AUG 13 2003
DIV. OF OIL, GAS & MINING

**Application for Permit to Drill
Request for Permit Extension
Validation**

(this form should accompany the Sundry Notice requesting permit extension)

API: 43-047-34677
Well Name: OU GB 3W-15-8-22
Location: 744' FNL, 1915' FWL, SECTION 15, T8S, R22E
Company Permit Issued to: SHENANDOAH ENERGY INC.
Date Original Permit Issued: 7/29/2002

The undersigned as owner with legal rights to drill on the property as permitted above, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision.

Following is a checklist of some items related to the application, which should be verified.

If located on private land, has the ownership changed, if so, has the surface agreement been updated? Yes No

Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location? Yes No

Has there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well? Yes No

Have there been any changes to the access route including ownership, or right-of-way, which could affect the proposed location? Yes No

Has the approved source of water for drilling changed? Yes No

Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation? Yes No

Is bonding still in place, which covers this proposed well? Yes No


Signature

8/12/2003
Date

Title: REGULATORY AFFAIRS ANALYST

Representing: QEP UINTA BASIN, INC FORMERLY(SEI)

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AUG 13 2003
DIV. OF OIL, GAS & MINING

OPERATOR CHANGE WORKSHEET

ROUTING

1. GLH
2. CDW
3. FILE

007

Change of Operator (Well Sold)

Designation of Agent/Operator

X Operator Name Change

Merger

The operator of the well(s) listed below has changed, effective:

2/1/2003

FROM: (Old Operator): N4235-Shenandoah Energy Inc 11002 E 17500 S Vernal, UT 84078-8526 Phone: (435) 781-4341	TO: (New Operator): N2460-QEP Uinta Basin Inc 11002 E 17500 S Vernal, UT 84078-8526 Phone: (435) 781-4341
--	---

CA No.

Unit:

WELL(S)

NAME	SEC	TWN	RNG	API NO	ENTITY NO	LEASE TYPE	WELL TYPE	WELL STATUS	Confid
OU GB 3W-15-8-22	15	080S	220E	4304734677		Federal	GW	APD	C
OU SG 14W-15-8-22	15	080S	220E	4304734710	13821	Federal	GW	DRL	C
OU SG 15W-15-8-22	15	080S	220E	4304734711	13790	Federal	GW	DRL	C
OU SG 16W-15-8-22	15	080S	220E	4304734712	13820	Federal	GW	DRL	C
OU SG 4W-15-8-22	15	080S	220E	4304734713	13775	Federal	GW	DRL	C
OU SG 12W-15-8-22	15	080S	220E	4304734714	13828	Federal	GW	DRL	C
OU SG 5W-15-8-22	15	080S	220E	4304734715		Federal	GW	APD	C
OU SG 6W-15-8-22	15	080S	220E	4304734716	13865	Federal	GW	PA	C
OU GB 9W-16-8-22	16	080S	220E	4304734692		State	GW	APD	C
OU GB 7G-19-8-22	19	080S	220E	4304734694		Federal	OW	APD	C
OU GB 5G-19-8-22	19	080S	220E	4304734695	13786	Federal	OW	P	C
OU GB 8W-20-8-22	20	080S	220E	4304734706		Federal	GW	APD	C
OU GB 4W-21-8-22	21	080S	220E	4304734685	13772	Federal	GW	P	C
OU WIH 2W-21-8-22	21	080S	220E	4304734687	13837	Federal	GW	PA	C
OU WIH 1W-21-8-22	21	080S	220E	4304734693		Federal	GW	APD	C

OPERATOR CHANGES DOCUMENTATION

Enter date after each listed item is completed

- (R649-8-10) Sundry or legal documentation was received from the **FORMER** operator on: 6/2/2003
- (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 6/2/2003
- The new company was checked on the **Department of Commerce, Division of Corporations Database** on: 6/19/2003
- Is the new operator registered in the State of Utah: YES Business Number: 5292864-0151
- If **NO**, the operator was contacted on: _____

6. (R649-9-2)Waste Management Plan has been received on: IN PLACE

7. **Federal and Indian Lease Wells:** The BLM and or the BIA has approved the merger, name change, or operator change for all wells listed on Federal or Indian leases on: 7/21/2003

8. **Federal and Indian Units:**
The BLM or BIA has approved the successor of unit operator for wells listed on: 7/21/2003

9. **Federal and Indian Communization Agreements ("CA"):**
The BLM or BIA has approved the operator for all wells listed within a CA on: n/a

10. **Underground Injection Control ("UIC")** The Division has approved UIC Form 5, **Transfer of Authority to Inject**, for the enhanced/secondary recovery unit/project for the water disposal well(s) listed on: n/a

DATA ENTRY:

- 1. Changes entered in the **Oil and Gas Database** on: 9/11/2003
- 2. Changes have been entered on the **Monthly Operator Change Spread Sheet** on: 9/11/2003
- 3. Bond information entered in RBDMS on: n/a
- 4. Fee wells attached to bond in RBDMS on: n/a

STATE WELL(S) BOND VERIFICATION:

1. State well(s) covered by Bond Number: 965-003-032

FEDERAL WELL(S) BOND VERIFICATION:

1. Federal well(s) covered by Bond Number: ESB000024

INDIAN WELL(S) BOND VERIFICATION:

1. Indian well(s) covered by Bond Number: 799446

FEE WELL(S) BOND VERIFICATION:

1. (R649-3-1) The **NEW** operator of any fee well(s) listed covered by Bond Number 965-003-033

2. The **FORMER** operator has requested a release of liability from their bond on: n/a
The Division sent response by letter on: n/a

LEASE INTEREST OWNER NOTIFICATION:

3. (R649-2-10) The **FORMER** operator of the fee wells has been contacted and informed by a letter from the Division of their responsibility to notify all interest owners of this change on: n/a

COMMENTS:

SEI (N4235) to QEP (N2460)

well name	Sec	T	R	api DOGM	Entity	type	stat	
WV 14W-4-8-21	04	080S	210E	4304734040		Federal	GW	APD C
WV 16W-4-8-21	04	080S	210E	4304734041		Federal	GW	APD C
WV 5W-36-7-21	36	070S	210E	4304734099	13807	State	GW	DRL C
WV 16W-31-7-22	31	070S	220E	4304734257		Federal	GW	APD C
RED WASH 16W-19-7-22	19	070S	220E	4304734258		Federal	GW	APD C
WV 9W-16-7-21	16	070S	210E	4304734324		State	GW	APD
GH 6W-20-8-21	20	080S	210E	4304734331		Federal	GW	APD C
WV 10W-23-8-21	23	080S	210E	4304734341	13766	Federal	GW	PA C
WV 11W-23-8-21	23	080S	210E	4304734342		Federal	GW	APD C
WV 13W-23-8-21	23	080S	210E	4304734344		Federal	GW	APD C
WV 14W-23-8-21	23	080S	210E	4304734345		Federal	GW	APD C
WV 15W-23-8-21	23	080S	210E	4304734346		Federal	GW	APD C
WV 7W-31-7-22	31	070S	220E	4304734379		Federal	GW	APD C
WV 9W-30-7-22	30	070S	220E	4304734381		Federal	GW	APD C
WV 10W-25-7-21	25	070S	210E	4304734382		Federal	GW	APD C
WV 10W-26-7-21	26	070S	210E	4304734383		Federal	GW	APD C
WV 14W-30-7-22	30	070S	220E	4304734384	13750	Federal	GW	DRL C
WV 15W-27-7-21	27	070S	210E	4304734385		Federal	GW	APD C
GH 8W-20-8-21	20	080S	210E	4304734393		Federal	GW	APD C
SU PURDY 3W-30-7-22	30	070S	220E	4304734394		Federal	GW	APD C
STIRRUP UNIT 10G-5-8-22	05	080S	220E	4304734396		Federal	OW	APD C
WV 10W-35-7-21	35	070S	210E	4304734397		Federal	GW	APD C
WV 16G-6-8-22	06	080S	220E	4304734404		Federal	OW	APD C
SU 4W-26-7-21	26	070S	210E	4304734408		Federal	GW	APD C
STIRRUP U 12W-6-8-22	06	080S	220E	4304734449		Federal	GW	APD C
STIRRUP U 10W-6-8-22	06	080S	220E	4304734451		Federal	GW	APD C
STIRRUP U 8W-5-8-22	05	080S	220E	4304734453		Federal	GW	APD C
STIRRUP U 6W-5-8-22	05	080S	220E	4304734454		Federal	GW	APD C
WV EXT 10W-17-8-21	17	080S	210E	4304734561	13744	Federal	GW	P C
STIRRUP U 7G-5-8-22	05	080S	220E	4304734609		Federal	OW	APD C
STIRRUP U 9G-5-8-22	05	080S	220E	4304734610		Federal	OW	APD C
STIRRUP U 9G-6-8-22	06	080S	220E	4304734611		Federal	OW	APD C
OU GB 10W-16-8-22	16	080S	220E	4304734616		State	GW	APD C
OU GB 14W-16-8-22	16	080S	220E	4304734619		State	GW	APD C
OU GB 16W-20-8-22	20	080S	220E	4304734633		Federal	GW	APD C
OU WIH 15W-21-8-22	21	080S	220E	4304734634		Federal	GW	APD C
OU GB 8W-17-8-22	17	080S	220E	4304734647		Federal	GW	APD C
OU GB 11W-15-8-22	15	080S	220E	4304734648	13822	Federal	GW	DRL C
OU GB 16W-16-8-22	16	080S	220E	4304734655	13815	State	GW	DRL C
OU GB 1W-16-8-22	16	080S	220E	4304734656		State	GW	APD C
OU GB 8W-16-8-22	16	080S	220E	4304734660	13769	State	GW	DRL C
OU GB 3W-15-8-22	15	080S	220E	4304734677		Federal	GW	APD C
OU GB 4W-21-8-22	21	080S	220E	4304734685	13772	Federal	GW	P C
OU WIH 2W-21-8-22	21	080S	220E	4304734687	13837	Federal	GW	PA C
OU GB 9W-16-8-22	16	080S	220E	4304734692		State	GW	APD C
OU WIH 1W-21-8-22	21	080S	220E	4304734693		Federal	GW	APD C
OU GB 7G-19-8-22	19	080S	220E	4304734694		Federal	OW	APD C
OU GB 5G-19-8-22	19	080S	220E	4304734695	13786	Federal	OW	P C
OU GB 8W-20-8-22	20	080S	220E	4304734706		Federal	GW	APD C
OU SG 14W-15-8-22	15	080S	220E	4304734710	13821	Federal	GW	DRL C
OU SG 15W-15-8-22	15	080S	220E	4304734711	13790	Federal	GW	DRL C
OU SG 16W-15-8-22	15	080S	220E	4304734712	13820	Federal	GW	DRL C
OU SG 4W-15-8-22	15	080S	220E	4304734713	13775	Federal	GW	DRL C
OU SG 12W-15-8-22	15	080S	220E	4304734714	13828	Federal	GW	DRL C
OU SG 5W-15-8-22	15	080S	220E	4304734715		Federal	GW	APD C
OU SG 6W-15-8-22	15	080S	220E	4304734716	13865	Federal	GW	PA C
OU SG 8W-15-8-22	15	080S	220E	4304734717	13819	Federal	GW	DRL C

SEI (N4235) to QEP (N2460)

well name	Sec	T	R	api DOGM	Entity	type	stat	
OU SG 9W-15-8-22	15	080S	220E	4304734718	13773	Federal	GW	P C
OU SG 1W-15-8-22	15	080S	220E	4304734720		Federal	GW	APD C
OU SG 2W-15-8-22	15	080S	220E	4304734721		Federal	GW	APD C
OU SG 7W-15-8-22	15	080S	220E	4304734722		Federal	GW	APD C
GYP SUM HILLS 13HG-17-8-22	17	080S	210E	4304734723	13765	Federal	GW	DRL C
OU GB 14SG-29-8-22	29	080S	220E	4304734743		Federal	GW	APD C
OU GB 16SG-29-8-22	29	080S	220E	4304734744	13771	Federal	GW	DRL C
OU GB 13W-10-8-22	10	080S	220E	4304734754	13774	Federal	GW	P C
OU GB 6W-21-8-22	21	080S	220E	4304734755	13751	Federal	GW	P C
OU SG 10W-10-8-22	10	080S	220E	4304734764		Federal	GW	DRL C
OU SG 15W-10-8-22	10	080S	220E	4304734765	13849	Federal	GW	DRL C
OU GB 14W-10-8-22	10	080S	220E	4304734768	13781	Federal	GW	P C
OU SG 16W-10-8-22	10	080S	220E	4304734784	13777	Federal	GW	P C
OU GB 15G-16-8-22	16	080S	220E	4304734829		State	OW	DRL
BASER WASH 6W-7-7-22	07	070S	220E	4304734837		Federal	GW	APD C
GB 5G-15-8-22	15	080S	220E	4304734876		Federal	OW	APD C
GB 4G-21-8-22	21	080S	220E	4304734882		Federal	OW	APD C
W IRON HORSE 2W-28-8-22	28	080S	220E	4304734883		Federal	GW	APD C
OU GB 8WX-29-8-22	29	080S	220E	4304734884		Federal	GW	APD C
GB 7W-36-8-21	36	080S	210E	4304734893		State	GW	APD
GB 3W-36-8-21	36	080S	210E	4304734894	13791	State	GW	DRL
NC 8M-32-8-22	32	080S	220E	4304734897		State	GW	APD
NC 3M-32-8-22	32	080S	220E	4304734899		State	GW	APD
N DUCK CREEK 3M-27-8-22	27	080S	210E	4304734900		Federal	GW	APD C
N DUCK CREEK 9M-22-8-22	22	080S	210E	4304734901		Federal	GW	APD C
N DUCK CREEK 11M-22-8-22	22	080S	210E	4304734902		Federal	GW	APD C
NDC 10W-25-8-21	25	080S	210E	4304734923		Federal	GW	APD C
GB 5W-36-8-21	36	080S	210E	4304734925	13808	State	GW	DRL
GB 4W-36-8-21	36	080S	210E	4304734926		State	GW	APD
WV EXT 1W-17-8-21	17	080S	210E	4304734927		Federal	GW	APD C
WV EXT 8W-17-8-21	17	080S	210E	4304734929	13792	Federal	GW	DRL C
NDC 11M-27-8-21	27	080S	210E	4304734952	13809	Federal	GW	DRL C
NDC 9M-27-8-21	27	080S	210E	4304734956		Federal	GW	APD C
NDC 1M-27-8-21	27	080S	210E	4304734957		Federal	GW	APD C
NDC 15M-28-8-21	28	080S	210E	4304734958		Federal	GW	APD C
NC 11M-32-8-22	32	080S	220E	4304735040		State	GW	NEW
RED WASH U 34-27C	27	070S	240E	4304735045		Federal	GW	APD C
WRU EIH 10W-35-8-22	35	080S	220E	4304735046	13544	Federal	GW	DRL C
WRU EIH 9W-26-8-22	26	080S	220E	4304735047		Federal	GW	APD C
WRU EIH 15W-26-8-22	26	080S	220E	4304735048		Federal	GW	APD C
WRU EIH 1W-35-8-22	35	080S	220E	4304735049		Federal	GW	APD C
WRU EIH 9W-35-8-22	35	080S	220E	4304735050		Federal	GW	APD C
WRU EIH 7W-35-8-22	35	080S	220E	4304735051		Federal	GW	APD C
WRU EIH 2W-35-8-22	35	080S	220E	4304735052		Federal	GW	APD C

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

009

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

1. TYPE OF WELL OIL WELL <input type="checkbox"/> GAS WELL <input checked="" type="checkbox"/> OTHER _____		5. LEASE DESIGNATION AND SERIAL NUMBER: U-74494
2. NAME OF OPERATOR: QEP Uinta Basin, Inc.		6. IF INDIAN, ALLOTTEE OR TRIBE NAME: N/A
3. ADDRESS OF OPERATOR: 11002 E 17500 S CITY Vernal STATE UT ZIP 84078		7. UNIT or CA AGREEMENT NAME: N/A
4. LOCATION OF WELL FOOTAGES AT SURFACE: 744' FNL 1915' FWL COUNTY: Uintah QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: NENW 15 T8S 22E STATE: UTAH		8. WELL NAME and NUMBER: OUGB 3W-15-8-22
		9. API NUMBER: 4304734677
		10. FIELD AND POOL, OR WILDCAT: UNDESIGNATED
		PHONE NUMBER: (435) 781-4341

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: _____	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
<input type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion: _____	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
	<input type="checkbox"/> CASING REPAIR	<input type="checkbox"/> NEW CONSTRUCTION	<input type="checkbox"/> TEMPORARILY ABANDON
	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> TUBING REPAIR
	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> VENT OR FLARE
	<input type="checkbox"/> CHANGE WELL NAME	<input type="checkbox"/> PLUG BACK	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> PRODUCTION (START/RESUME)	<input type="checkbox"/> WATER SHUT-OFF
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input checked="" type="checkbox"/> OTHER: <u>APD Extension</u>
	<input type="checkbox"/> CONVERT WELL TYPE	<input type="checkbox"/> RECOMPLETE - DIFFERENT FORMATION	

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.
QEP Uinta Basin, Inc. hereby requests a 1 year extension on the APD for the OUGB 3W-15-8-22.

Approved by the
Utah Division of
Oil, Gas and Mining
Date: 06-14-04
By: [Signature]

COPY SENT TO OPERATOR
Date: 6-15-04
Initials: CHD

NAME (PLEASE PRINT) John Busch TITLE Operations
SIGNATURE [Signature] DATE 6/7/2004

**Application for Permit to Drill
Request for Permit Extension
Validation**

(this form should accompany the Sundry Notice requesting permit extension)

API: 43-047-34677
Well Name: OUGB 3W-15-8-22
Location: 744' FNL 1915' FWL NENW SEC 15 T8S R22E
Company Permit Issued to: QEP UINTA BASIN, INC.
Date Original Permit Issued: 7/29/2002

The undersigned as owner with legal rights to drill on the property as permitted above, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision.

Following is a checklist of some items related to the application, which should be verified.

If located on private land, has the ownership changed, if so, has the surface agreement been updated? Yes No

Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location? Yes No

Has there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well? Yes No

Have there been any changes to the access route including ownership, or right-of-way, which could affect the proposed location? Yes No

Has the approved source of water for drilling changed? Yes No

Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation? Yes No

Is bonding still in place, which covers this proposed well? Yes No

John Burch
Signature

6/7/2004
Date

Title: OPERATIONS

Representing: QEP UINTA BASIN, INC.

RECEIVED

JUN 08 2004

DIV. OF OIL, GAS & MINING

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

010

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill or to deepen or reentry to a different reservoir
Use "APPLICATION FOR PERMIT—" for such proposals

FORM APPROVED
Budget Bureau No. 1004-0135
Expires: March 31, 1993

5. Lease Designation and Serial No.
U-74494

6. If Indian, Allottee or Tribe Name
N/A

7. If Unit or CA, Agreement Designation
N/A

8. Well Name and No.
OUGB 3W-15-8-22

9. API Well No.
43-047-34677

10. Field and Pool, or Exploratory Area
UNDESIGNATED

11. County or Parish, State
UINTAH, UTAH

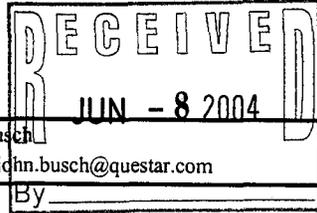
SUBMIT IN TRIPLICATE

1. Type of Well
Oil Well Gas Well Other

2. Name of Operator
QEP UINTA BASIN, INC. Contact: John Busch
Email: john.busch@questar.com

3. Address and Telephone No
11002 E. 17500 S. VERNAL, UT 84078-8526 (435) 781-4341

4. Location of Well (Footage, Sec., T., R., M., or Survey Description)
744' FNL 1915' FWL NENW SEC 15 T8S R22E



12. CHECK APPROPRIATE BOX(S) TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION
<input checked="" type="checkbox"/> Notice of Intent	<input type="checkbox"/> Abandonment
<input type="checkbox"/> Subsequent Report	<input type="checkbox"/> Recompletion
<input type="checkbox"/> Final Abandonment Notice	<input type="checkbox"/> Plugging Back
	<input type="checkbox"/> Casing Repair
	<input type="checkbox"/> Altering Casing
	<input checked="" type="checkbox"/> Other <u>APD Extension</u>
	<input type="checkbox"/> Change of Plans
	<input type="checkbox"/> New Construction
	<input type="checkbox"/> Non-Routine Fracturing
	<input type="checkbox"/> Water Shut-Off
	<input type="checkbox"/> Conversion to Injection
	<input type="checkbox"/> Dispose Water

(Note) Report results of multiple completion on Well Completion or Recompletion Report and Log form.)

13. Describe Proposed or Completed Operations (Clearly state all pertinent details, and give pertinent dates, including estimated date of starting any proposed work. If well is directionally drilled, give subsurface locations and measured and true vertical depths for all markers and zones pertinent to this work)

QEP Uinta Basin, Inc. hereby requests a 1 year extension on the APD for the OUGB 3W-15-8-22.

RECEIVED
JUL 27 2004
DIV. OF OIL, GAS & MINING

CONDITIONS OF APPROVAL ATTACHED

14. I hereby certify that the foregoing is true and correct.
Signed John Busch Title OPERATIONS Date 6/7/2004

(This space for Federal or State office use)
Approved by: Kirk Fulwood Title Petroleum Engineer Date 7/23/04

Conditions of approval, if any

Title 18 U.S.C. Section 1001, makes it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.



*See instruction on Reverse Side

QEP- Uintah Basin Inc.
APD Extension

Well: OUGB 3W-15-8-22

Location: NENW Sec. 15, T8S, R22E

Lease: U-74494

CONDITIONS OF APPROVAL

An extension for the referenced APD is granted with the following conditions:

1. The extension will expire 7/10/05
2. No other extensions beyond that time frame will be granted or allowed.

If you have any other questions concerning this matter, please contact Kirk Fleetwood of this office at (435) 781-4486

011

From: Diana Whitney
To: Jan Nelson
Subject: Expired APDs

Hi Diana,

There is one well that I need to you rescind. We did not spud the OUSG 3W-15-8-22. Any questions let me know.

Thanks

Jan

-----Original Message-----

From: Diana Whitney [<mailto:dianawhitney@utah.gov>]
Sent: Wednesday, June 15, 2005 3:36 PM
To: Jan Nelson
Subject: RE: Expired APDs

Thank you!

>>> "Jan Nelson" <jan.nelson@questar.com> 6/15/2005 3:33 PM >>>
Diana,

These wells have all been spudded. Sundry notices hasn't hit the system yet. Any questions let me know.

Thank you,

Jan

-----Original Message-----

From: Diana Whitney [<mailto:dianawhitney@utah.gov>]
Sent: Wednesday, June 15, 2005 3:24 PM
To: Jan Nelson
Subject: Expired APDs

Hi Jan,

The following APDs have expired. Will you let me know what QEP would like to do

OU GB 3W-15-8-22-Expires with the Blm on 7/10/05
OU GB 11W-10-8-22- Expires with the Blm on 7/10/05
Gypsum Hills 13W-20-8-21- Expires with the Blm on 8/5/05
OU SG 6W-11-8-22- Expires with the Blm on 10/24/05
OU SG 4W-14-8-22- Expires with the Blm on 9/25/05
OU SG 4W-11-8-22- Expires with the Blm on 10/24/05
OU SG 5W-11-8-22- Expires with the Blm on 10/24/05
OU GB 2W-30-8-22 - Expires with the Blm on 8/5/05

Thanks,
Diana



State of Utah

**Department of
Natural Resources**

MICHAEL R. STYLER
Executive Director

**Division of
Oil, Gas & Mining**

JOHN R. BAZA
Division Director

JON M. HUNTSMAN, JR.
Governor

GARY R. HERBERT
Lieutenant Governor

June 17, 2005

Jan Nelson
QEP Uinta Basin Inc.
11002 East 17500 South
Vernal, Utah 84078

Re: APD Rescinded – OU GB 3W-15-8-22, Sec. 15, T. 8S, R. 22E
Uintah County, Utah API No. 43-047-34677

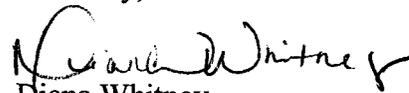
Dear Ms. Nelson:

The Application for Permit to Drill (APD) for the subject well was approved by the Division of Oil, Gas and Mining (Division) on July 29, 2002. On September 9, 2003 and June 14, 2004, the Division granted a one-year APD extension. On June 16, 2005, you requested that the division rescind the state approved APD. No drilling activity at this location has been reported to the division. Therefore, approval to drill the well is hereby rescinded, effective June 16, 2005.

A new APD must be filed with this office for approval prior to the commencement of any future work on the subject location.

If any previously unreported operations have been performed on this well location, it is imperative that you notify the Division immediately.

Sincerely,


Diana Whitney
Engineering Technician

cc: Well File
Bureau of Land Management, Vernal



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

Vernal Field Office

170 South 500 East

Vernal, UT 84078

(435) 781-4400 Fax: (435) 781-4410

<http://www.blm.gov/utah/vernal>



IN REPLY REFER TO:

3160

UT08300

43-047-34677

August 12, 2005

Jan Nelson
QEP-Uinta Basin, Inc.
11002 East 17500 South
Vernal, UT 84078

Re: Notification of Expiration
Well No. OU GB 3W-15-8-22
NENW, Sec. 15, T8S, R22E
Uintah County, Utah
Lease No. UTU-74494

Dear Ms. Nelson:

The Application for Permit to Drill the above-referenced well was approved on July 10, 2003. A one (1) year extension of the original APD was requested. The request was reviewed and the extension approved until July 10, 2005. According to our records, no known activity has transpired at the approved location. In view of the foregoing, this office is notifying you that the approval of the referenced application has expired. If you intend to drill at this location at a future date, a new Application for Permit to Drill must be submitted.

This office requires a letter confirming that no surface disturbance has been made for this drill site. Any surface disturbance associated with the approved location of this well is to be rehabilitated. A schedule for this rehabilitation must be submitted to this office. Your cooperation in this matter is appreciated.

Sincerely,

Leslie Wilcken

Leslie Wilcken
Legal Instruments Examiner

cc: UDOGM

RECEIVED

AUG 22 2005

DIV. OF OIL, GAS & MINING